LNPA PROCUREMENT PRESENTATION AND Q & A

IN DENVER, COLORADO

TELCORDIA TECHNOLOGIES, INC. dba iconectiv

August 6, 2013

The within proceedings were held at the offices of Berenbaum Weinshienk, PC, 370 Seventeenth Street, Suite 4800, Denver, Colorado 80202, on August 6, 2013, at 9:30 a.m., before Tina M. Stuhr, Registered Professional Reporter and Notary Public within Colorado.

Moderators:

Todd D. Daubert, Esq. Ron Steen

Reported By:

Tina M. Stuhr, Hunter + Geist, Inc.

Page 2 1 ATTENDEES 2 FROM FONPAC: 3 Suzanne Addington Jason Bach 4 Paula Campagnoli Laura Dalton Todd Daubert 5 Tim Decker 6 Jan Doell Rosemary Emmer Roly Freed Michele Gehl 8 Tim Kagele Dawn Lawrence Teresa Patton Mary Retka 10 Dan Sciullo Luke Sessions 11 Ron Steen Deb Tucker 12 13 FROM TELCORDIA: 14 Anthony Cresti Chris Drake 15 Curtis Hampshire 16 Rich Jacowleff John Malyar Ky Quan 17 Tim Reeves 18 Jerry Sheer George Tsacnaris 19 Pat White Joel Zamlong 20 21 22 23 24 25

- PROCEEDINGS 1
- 2
- 3 MR. STEEN: Welcome to everybody.
- thought I'd start out doing is going around the room, 4
- 5 and those of us with FoNPAC would introduce ourselves,
- 6 and then I'll kick it over to Joel and let you
- 7 introduce the Telcordia folks.
- 8 I'll skip ahead to one thing first, and
- what I have put down, is you'll notice that Tina is 9
- 10 over in the corner over there. She's our court
- 11 reporter, and she's going to report the meeting. So
- 12 we're going to ask everybody to speak up so she can
- 13 hear. We've told her if she can't hear you, it's all
- 14 right to say, Would you speak up.
- 15 And she's got really good eyes if she can
- 16 read the name tags on that side of the room.
- 17 would be good if we started out what we say with our
- 18 names as we go through the day.
- 19 I'll start. Jason, I guess you would be
- 20 the first one for me to start with introductions.
- 21 MR. BACH: Jason Bach, Level 3
- 22 Communications.
- 23 MR. KAGELE: Tim Kagele, Comcast.
- 24 MS. DOELL: Jan Doell, CenturyLink.
- 25 MS. RETKA: Mary Retka, CenturyLink.

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1	MR.	SCIULLO: Dan Sciullo, outside
2	general counsel.	
3	MR.	DAUBERT: Todd Daubert, outside
4	counsel.	
5	MR.	SESSIONS: Luke Sessions, T-Mobile.
6	MS.	TUCKER: Deb Tucker, Verizon
7	Wireless.	
8	MR.	STEEN: Ron Steen, AT&T.
9	MS.	CAMPAGNOLI: Paula Campagnoli,
10	T-Mobile.	
11	MS.	GEHL: Michelle Gehl, Sprint.
12	MS.	ADDINGTON: Suzanne Addington,
13	Sprint.	
14	MS.	EMMER: Rosemary Emmer, Sprint.
15	MS.	LAWRENCE: Dawn Lawrence, Xcel
16	Communications.	3
17	MR.	DECKER: Tim Decker, Verizon.
18	MR.	FREED: Roly Freed, Verizon.
19	MS.	DALTON: Laura Dalton, Verizon.
20	MS.	PATTON: Teresa Patton, AT&T.
21	MR.	QUAN: Ky Quan
22	MR.	ZAMLONG: Okay.
23	MR.	STEEN: Okay. I should have stopped
24	you right there,	Ky. I'm sorry. Joel.
25	MR.	ZAMLONG: Okay. So first I wanted to

- 1 thank the FoNPAC for the opportunity for us to come in
- front of you and review our RFP proposal. I was 2
- 3 thinking back -- I don't want to get into too many
- history things, but I was thinking back. I've sort of 4
- been involved with this for several years, to say the 5
- least. I think it's been an interesting journey. I 6
- 7 think it's a -- I hope today, with this discussion and
- 8 the things we go over, we can make it very
- constructive and productive and go over the key 9
- questions you have so you understand the benefits and 10
- the values that we have in our proposal. 11
- Again, if anyone doesn't know me -- I 12
- 13 think I know mostly everybody -- but I'll introduce
- myself first. My name is Joel Zamlong. I have the 14
- 15 overall program responsibility for the NPAC program
- from our company. I've been involved with this for 16
- 17 many years.
- 18 My background has been, obviously, from a
- 19 business development point of view, in involvement
- 20 with number portability in the United States, but also
- had involvement in some of the initial things we did 21
- 22 international.
- 23 Okay. So one of the other things we just
- 24 commented is when questions take place, I don't want
- to steal any thunder. I was talking to Ron and Paula 25

- and I'll act as the moderator, so when you ask a 1
- 2 question, I'll just pass it. I won't answer every
- question, so don't be concerned. We don't -- we'll 3
- 4 need a couple of days if I'm going to answer every
- 5 question. So we have the SMEs here, and then we'll go
- 6 that way.
- 7 So what I'm going to do is we'll just
- 8 start, people introduce themselves and what their key
- 9 role has been with respect to the RFP so you get a
- 10 sense of where their SME background is, and a lot of
- them you know from other perspectives, but they'll 11
- 12 give you a few seconds about their background. So why
- 13 don't we start with Ky.
- 14 MR. QUAN: My name is Ky Quan. I see a
- 15 lot of new faces here. I see one familiar face.
- 16 have about 16 years of experience. I started my
- 17 career with Teekay -- some of you guys may know that
- 18 small company -- and ended my career with Neustar as
- 19 the VP of operations. I have overall responsibility
- 20 of operations towards number portability solutions.
- 21 MR. DRAKE: I'm Chris Drake. I'm chief
- 22 technology officer at iconectiv/Telcordia, and I'm
- 23 also responsible for the portfolio goods and services
- 24 for U.S. number portability solutions and our global
- 25 number portability productive lines, as well as our

- 1 future IP interconnection capability sets.
- 2 MR. SHEER: Okay. My name is Jerry
- 3 I'm with SunGard Availability Services. I'm
- responsible for all of the operational support systems 4
- 5 that SunGard delivers on a daily basis. Thank you.
- Thanks for having me. 6
- 7 MR. HAMPSHIRE: Good morning. My name is
- 8 Curt Hampshire. I'm vice president of managed
- 9 services for SunGard Availability Services. I have
- 10 responsibility for the service management option
- 11 within managed services, so service delivery, service
- 12 transition, and technical account manager.
- MR. REEVES: Tim Reeves. I'm an 13
- 14 enterprise architect from SunGard Availability
- 15 Services, and I'm responsible for the design and
- 16 layout of the infrastructure.
- 17 MR. WHITE: Pat White. I'm the principal
- 18 engineer for Telcordia for number portability
- 19 products. I've been in the industry since number
- 20 pooling really began helping, you know, laying out the
- specs. I was off for a little while and came back 21
- 22 about six or seven years ago, and have been helping
- 23 the industry, basically helped define the requirements
- 24 in the test plan and represent the local system
- 25 product viewpoint into the specifications.

- 1 Also, I've ventured out into some of our
- 2 international gateway type of work representing
- 3 developing requirements for systems of international
- 4 gateway.
- 5 MR. TSACNARIS: Good morning. My name is
- 6 George Tsacnaris. I've worked on number portability
- 7 pretty much since the inception. My focus for most of
- that period has been on our local products, doing a 8
- 9 wide number of roles: Development, engineering,
- 10 testing, customer support, customer management,
- 11 program/product management, so I've done a lot of
- 12 tasks, worked on it for a long time.
- 13 And as far as this RFP, I've been helping
- 14 and working on several of the areas, including the
- 15 flows and the operations to lend some of my expertise.
- 16 MR. CRESTI: Good morning. My name is
- 17 Anthony Cresti. I head corporate development for
- iconectiv. I've been supporting the financials and 18
- analysis of the NPAC opportunity for about six years. 19
- 20 MR. MALYAR: Hi. I'm John Malyar, chief
- 21 solution architect responsible for the service
- 22 delivery to the NPAC solution. I've been involved in
- 23 the industry for a very long time. Some of you know I
- 24 was involved in the '96/'97 rollout of having to
- 25 describe the LNPA group and others.

- 1 I've worked on many other applications.
- 2 I have over 30 years' experience in Telcordia on large
- 3 database systems and bring the expertise to help
- 4 ensure a successful transition.
- 5 MR. JACOWLEFF: Good morning. Rich
- 6 Jacowleff, CEO of iconectiv. I guess I have the
- 7 pleasure of working with all of these folks. I did
- 8 want to just say a word before we get started with the
- 9 formal presentation.
- 10 First, on behalf of all of Telcordia,
- 11 thank you folks for all of the hard work and long
- 12 hours that you've put in in developing this RFP, and
- 13 now you're going to go through the assessment. We
- 14 know it's extra time and work that, you know, wasn't
- on your plate, so we really do appreciate the energy
- 16 you have put into it.
- On our side, we put a lot of diligence
- 18 into putting the best proposal forward, hopefully,
- 19 that you could understand, and as you read through it,
- 20 we really tried to hit all the key points. And as
- 21 you're here today, you have a lot of questions on your
- 22 mind you need to get answers to.
- You're making decisions in probably six
- 24 key areas. One is build. You know, can we build the
- 25 system? Will it have the abilities that the industry

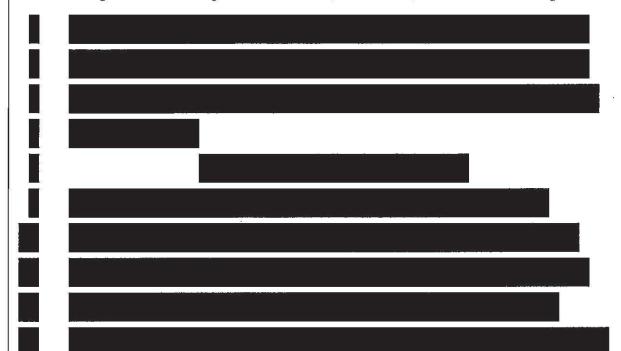
- 1 needs, will it scale, will it have reliability, will
- 2 it have all of the things that you need for this
- 3 system? We've had a team working since the summer,
- 4 even prior to the RFP, that has done the design work.
- 5 We have a number of key engineers that we
- 6 took from other parts of Telcordia, as well as a
- 7 number of portability experts that helped build the
- 8 ISCP and other availability systems, and they tested
- 9 it through a design, and they've been able to approve
- 10 it and put it into the requirements; that the scale of
- 11 the system is there and we know we can reach it.
- The second piece is you're going to want
- 13 to know if we can operate it. Can they really run the
- 14 system? Can they manage and deliver a solution and
- 15 give us the customer service that we're accustomed to?
- 16 And you're going to hear today and ask questions in
- 17 regards to the qualifications of our data center
- 18 provider in terms of our tools and our techniques that
- 19 we're going to use to deliver superior customer
- 20 service to you folks.
- 21 The third element will be in transition.
- 22 So you can build it, can you transition the customers?
- 23 And here that's taking it a region at a time and
- 24 putting a plan in place and having a strong PMO office
- 25 and bringing the industry together through tests. We

- have 15 countries that we've done this in; we have 1
- 2 small countries, we have medium countries, we have
- 3 large countries.
- 4 In these countries we've worked through
- 5 time zones and cultural issues and language, and we
- 6 have taken warring factions in the industry, as well
- 7 as almost always the regulator. We've written all of
- the business rules. Internationally the business 8
- 9 rules are in with the database, and we've rolled out
- 10 gateways and then operator training and readiness for
- 11 number portability, helping them for how they're going
- 12 to go get customers and how to put these gateways in.
- 13 And we've put together comprehensive
- plans, and in 15 countries so far have done it 14
- successfully, and we've always met the dates that we 15
- 16 were required to. So you're going to hear about those
- 17 qualifications, and you should ask questions in that
- 18 regard.
- 19 So you get through transition, the next
- one, the big one is regional, and really it's 20
- 21 multi-vendor at that point. So the questions you have
- 22 on your mind are what is the -- can it be done?
- 23 is it going to look like? And what is the impact
- 24 going to be on us, on you guys, because that's really
- 25 where regional comes into play.

- 1 Today you don't do it that way. You did
- 2 it that way tomorrow. There's going to be extra
- 3 things you need to do, and there's going to be
- So you want to ask questions about, you 4 changes.
- 5 know, how regional's going to work and does it make
- 6 sense, and then what benefits are you going to get by
- 7 going to a regional model. Is it really worth this
- extra effort and that you're going to put in -- or 8
- 9 have multiple players.
- 10 We believe that it's a viable solution
- 11 for you-all. We also think that it's a path to the
- 12 Because if we look out five to ten years, as
- 13 we go to an all IP world, you're going to want
- 14 information services to be commoditized and to be
- 15 ubiquitous, and you're going to want many players out
- there doing that, as we have today with the DMS kind 16
- 17 of infrastructure.
- And this can be with a multi-vendor 18
- 19 The first step you get of getting multiple
- 20 vendors in that will drive toward an IP solution that
- 21 will enable other players to come in and get you
- 22 there.
- 23 The fifth item is obviously cost, what
- 24 you guys call cost price. Questions you should be
- 25 asking yourself is did they overprice it? Are they

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- milking me for money? Did the underprice it? Are 1
- 2 they low balling to win the bid? Do they know what
- they're talking about? So, I mean, that's what you 3 ,



- 14 think we're set from the cost perspective of having
- staff in place. 15
- It's all about providing you what we call 16
- 17 a fair and reasonable market-based price for these set
- 18 of services. You've asked for transparency to that.
- 19 We've tried to provide that. You'll see our costing.



- 24 The last area, area six, is neutrality.
- 25 That wasn't on the agenda for today. Chris is going

- to open up and give us a talk and will touch on -- a 1
- 2 little bit on corporate structure and other areas
- 3 between Telcordia and iconectiv, and we'll be talking
- about Ericsson. Hopefully we're going to clarify 4
- 5 I'm not sure if you're going to ask questions
- or not during the presentation. I would suggest that 6
- 7 maybe those are the first couple of charts.
- 8 have, you know, ask questions and we'll try to answer
- 9 them as best we can. Thank you very much.
- 10 MR. ZAMLONG: Okay. So we still have a
- 11 hard stop, you told us, at 10:30.
- MR. STEEN: Let me catch up. First of 12
- 13 all, like I said, I want to remind everybody to try to
- 14 speak up so Tina can get the words in the corner. We
- thought about putting her in the middle, but then 15
- she'd need a revolving chair and we didn't have one. 16
- 17 Dan, where's your revolving chair?
- 18 MR. SCIULLO: I'll get one.
- 19 MR. STEEN: Just a few things about
- 20 logistics, the facilities around. You can either go
- 21 back up to Dan's floor on the 48th floor or all the
- 22 way through the food court. Just go through the doors
- 23 over there and keep walking. Sooner or later you'll
- 24 see a sign.
- 25 I do want to state, and this goes along

- 1 with what Rich was saying, what our purpose is is to
- 2 make sure that we have an accurate understanding of
- 3 your proposal, and we've thrown down a few ground
- 4 rules just to make sure that we're making the best use
- 5 of our time.
- As you mentioned, we have spent a lot of
- 7 time going through the proposals that we've got and we
- 8 want to make sure everything's clear. We're going to
- 9 ask everybody to please silence your cell phones and
- 10 pagers. We know that some people are on call and
- 11 that's very difficult, so if you have to take
- 12 something, please leave the room.
- We'll give you an hour. We're not going
- 14 to say that you've got from 9:30 to 10:30. We'll give
- 15 you an hour to tell us what you want to tell us. We
- 16 may ask you some clarifying questions, but we're going
- 17 to try not to interrupt you with questions at that
- 18 time. We'll give you your hour, and that way you
- 19 should be able to get through whatever you have
- 20 proposed, and if you would like a five or ten-minute
- 21 warning, let us know, but Dan's going to keep time for
- 22 us.
- And let's see. That was one of the
- 24 things.
- 25 Let's see. We want to refrain from

- interrupting you with guestions other than if we need 1
- 2 something clarified at the moment.
- 3 Now, after we're finished with your
- 4 presentation, we'll take about a 15-minute refreshment
- 5 break, and then we will -- we will start with the
- 6 questions that we have from going through your
- 7 proposal that we've prepared for you. We do intend to
- project those questions, so you can look at them and 8
- 9 see them.
- 10 MR. ZAMLONG: Okay.
- 11 MR. STEEN: And Todd's going to present
- 12 the questions, and we'll do pretty much the same thing
- 13 that you mentioned. That if you need a question
- clarified, we'll toss it to the person that we think 14
- 15 is the best subject matter expert.
- 16 MR. ZAMLONG: Okay.
- MR. STEEN: After the -- oh. And we're 17
- real good. If you need to ask a clarifying question, 18
- 19 that's fine. We really don't want to go into the
- procedures of why we're doing this or why we're doing 20
- 21 that --
- 22 MR. ZAMLONG: Understand.
- 23 MR. STEEN: -- but if you need a
- 24 clarifying question, we're totally open to that.
- 25 We'll try to take a ten-minute break

- 1 every hour just because we'll probably need to stretch
- 2 our legs and, you know, take a comfort moment. Words
- 3 failed me for a minute there.
- 4 Okay. So after -- one other thing really
- 5 that's important is that after the Q and A session,
- 6 we're going to excuse you for a few more minutes --
- 7 for a little while. We didn't put a time frame on it,
- 8 but we'll try to be efficient, to just see if any
- 9 other questions came up that we hadn't thought of, and
- 10 then bring you back in and give you a chance. Is that
- 11 fairly clear?
- MR. ZAMLONG: Yes. And the one thing
- 13 I'll just say is, again, you can see that we've
- 14 assembled a team to cover the different areas. I
- 15 wanted to bring -- we brought the key people in
- 16 SunGard that are involved with us across the different
- 17 areas so you can get the flavor of how the operations
- 18 are going to play, and we have the different subject
- 19 matter people, you know, available also, so I hope,
- 20 you know, we'll be able to address all your questions.
- 21 I think we will.
- And, again, you know, I hope it is
- 23 interactive so we can make sure that you get the
- 24 information you want, because when a question is asked
- 25 and someone answers it, it's not always clear that you

- got the answer to your question, so being interactive 1
- 2 would be good.
- I have one other logistical question 3
- related to -- I realize you have a stenographer taking 4
- 5 I assume afterwards would we be able to
- receive a copy to review it or is that not the plan? 6
- 7 Because, again, there's a lot of technical things that
- get said, and I've seen a lot of times when you see 8
- 9 people speaking, especially if I'm speaking, God knows
- 10 what they'll put down if it's audible.
- 11 MR. STEEN: Basically, if you would like
- 12 to have a copy, once they're available, we'll make
- 13 sure you get a copy. That's a good question.
- 14 MR. ZAMLONG: Yeah.
- 15 MR. STEEN: And I'm assuming from what
- 16 you said, you'd like to have a copy, so when they're
- 17 available, we will let you know.
- 18 MR. ZAMLONG: Very good.
- 19 MR. STEEN: You can begin.
- 20 MR. ZAMLONG: We will begin. So what
- 21 we're going to do is -- Chris Drake is going to take
- 22 us through the key presentation. And we will go
- 23 through these points, and, again, as you indicated,
- 24 feel free to ask questions as you go along.
- 25 MR. DRAKE: Dan, I would appreciate the

- 1 ten-minute warning, if you don't mind.
- 2 MR. SCIULLO: Sure.
- MR. DRAKE: So we appreciate the chance
- 4 to have an hour before we start the Q and A because
- 5 the RFP was quite extensive, and there was a great
- 6 deal in the proposal to absorb, and it's not clear
- 7 that everyone would distill the same key points as the
- 8 next person. So we're going to use this opportunity
- 9 to kind of reinforce or emphasize what we think or
- 10 what drove us in our response in the RFP, what -- our
- 11 design criteria to bring benefit to the industry.
- 12 Obviously this is very strategic to
- 13 Telcordia/iconectiv, as you can see from the
- 14 contingent of experts that are here today to help
- 15 answer the questions you might have.
- 16 So what we're going to do is we're going
- 17 to first start with the key themes to the offer, which
- 18 is enumerated, and then we'll go over them again just
- 19 to say what was driving our RFP response.
- There will be nothing in this
- 21 presentation that wasn't in the RFP response, just to
- 22 be clear. It's all for clarification purposes. We'll
- 23 touch on the companies. Again, Rich suggested we
- 24 clarify some things around iconectiv, Telcordia, and
- 25 Ericsson. There's a bit of swirl in that. We'll set

- 1 the record straight there, and you can answer
- questions. Also, we'll talk about SunGard, our data 2
- 3 center provider, and their credentials as well.
- 4 They're here to answer any questions that delve into
- 5 that domain.
- 6 Then we're going to hit the proposal
- 7 highlights and your key criteria, which were listed as
- technical, management, and cost. We're also going to 8
- talk about multiregional -- multi-vendor regional just 9
- 10 to emphasize what we think is the viability of that
- 11 particular arrangement, and, of course, allow for some
- 12 questions there. And then we'll summarize and we'll
- 13 move into the Q and A as you defined, Ron.
- So the key themes to the offer. 14 The verv
- first thing is that we are fully compliant to the RFP. 15
- Every single requirement we have agreed to comply to. 16
- 17 That is a design criteria of our response.
- noncompliances. That covers the three key RFP 18
- 19 components: The vendor qualifications, RFP, and
- technical requirements. That also covers things in 20
- 21 neutrality, security, and other areas.
- 22 Also, we want to be emphasizing here that
- 23 we're leveraging deep expertise in U.S. number
- 24 portability, as you can see from just some of the
- 25 people representing us today, as well as what we can

- leverage from our global deployments, and I'll be more 1
- 2 clear about that as we get to it, but between global
- 3 and U.S. expertise, we really do have the technical
- and operational background to build and deliver and 4
- 5 operate a world class NPAC.
- 6 Also, in the RFP response is a world
- 7 class, best-in-class, high availability data center
- 8 solution with a primary and a backup infrastructure.
- 9 With respect to the transition plan, we
- 10 know that that's very important and probably an area
- 11 where you would perhaps receive the greatest risk. We
- 12 have allowed for an extensive testing interval with
- the industry to prove out the Telcordia NPAC prior to 13
- 14 any carrier onboarding and go-live with each region.
- 15 We will fully implement M & Ps with
- 16 respect to the Telcordia NPAC and partner with
- 17 carriers relative to what you'll need to do to support
- 18 L and Ps for us, as well as in a potential
- 19 multi-vendor model on a regional basis. And lastly on
- 20 transition, we're leveraging many, many deployments
- 21 worldwide, and our expertise in program managing a
- 22 turn-up, a go-live number portability in 15 countries,
- 23 and as Rich said, this involves interacting with the
- 24 entire carrier industry in that country, the
- 25 regulator, dealing with the time zones, the language

- issues, cultural issues, quite often political issues, 1
- competitive issues, very much the kind of things we 2
- 3 see here. Perhaps we don't have the same time zone
- 4 and cultural and language challenges, but a number of
- 5 those things deal with the complication of turning out
- 6 an industry release number portability we're quite
- 7 familiar with.
- 8 As Rich said, we believe this to be a
- 9 fair and reasonable and market-based price.
- 10 competitive environment, you have to come in with what
- 11 would be considered a market-based price, and we
- believe we have done that. We'll take a closer look 12
- 13 at that as we go, and it does address both options
- requested, the nationwide option and the regional 14
- 15 option.
- Also, as Rich said, we're going to touch 16
- on the regional multi-vendor arrangement and look at 17
- 18 what the implications are to the industry as we see
- 19 them, and of course, we invite more detailed questions
- 20 on that before the day is over.
- 21 And lastly, we're stressing here in our
- 22 RFP response and in this presentation, and we
- 23 encourage questions on this topic, that we're
- 24 delivering a very extensible and agile solution that
- 25 can evolve with the industry's needs to Worzel, IP

- 1 network, and other requirements that the industry
- 2 would see, and also the needs of increased capacity in
- 3 the system as time goes and new capabilities are added
- or there's simply growth in the industry. 4
- 5 Bottom line is that we believe we're
- providing an NPAC SMS solution here that has 6
- 7 substantial benefits for the industry and positions
- into the future. Those are the themes of the offer. 8
- 9 We're going to talk about iconectiv now
- 10 and then talk about SunGard. This is a simplified
- 11 timeline for iconectiv. Of course, with the breakup
- 12 of the Bell system, we were formed as Bellcore back in
- 13 1984. Along the way, we were acquired by SCIC in the
- 14 '90s and re-branded as Telcordia. That lasted up
- 15 until January last year when Ericsson acquired us.
- And then as of February this year, we 16
- 17 carved ourselves off separate into our own distinct
- subsidiary re-branded as iconectiv, and we also 18
- integrated a number of interconnection assets from 19
- 20 other parts of Telcordia and Ericsson itself in doing
- this, and part of this was to clarify any branding 21
- 22 confusion because Ericsson was touting by the end of
- 23 2012 that they had fully assimilated Telcordia into
- 24 Ericsson and there wasn't any more Telcordia.
- 25 Well, that's a problem for iconectiv, and

- 1 so we had to come out with our own brand.
- 2 MR. JACOWLEFF: Chris, can I just put a
- 3 finer point on that?
- 4 MR. DRAKE: Yes.
- 5 MR. JACOWLEFF: So Chris said the word
- That's not actually what happened. As 6 carve out.
- 7 Ericsson worked toward integrating the units within
- 8 Telcordia, that it was subsuming into Ericsson,
- 9 Telcordia remained and those units, predominantly our
- 10 OSS units and our network units, were integrated in.
- Iconectiv remained in Telcordia. 11
- 12 It wasn't carved out. It was always
- 13 there. It just never went anywhere when the rest of
- Telcordia went into Ericsson, and so as you'll see in 14
- 15 the next charts, we remain in there, and other assets
- from Ericsson, as well as Telcordia, were added to 16
- 17 form the company that iconectiv is today. Iconectiv
- 18 is a branding name. The actual company, Chris is
- 19 going to talk about that. So stay on this topic. Go,
- 20 Chris.
- MR. DRAKE: Is Telcordia, that's right. 21
- And even just recently we appointed an independent 22
- 23 board, which is something we had committed to do as an
- 24 additional layer of independence and neutrality for
- 25 our company. We'll talk about that.

- Touching on the ownership structure. 1
- 2 Ericsson is a 35 to \$40 billion annual company and
- 3 market cap of \$40 billion, a cash position of
- \$6 billion, a formidable company. Of course, this 4
- 5 ownership structure allows us to take advantage of
- 6 their substantial resources, so that's a very good
- 7 thing.
- 8 Naturally, with a company that size,
- there's a lot of entities, so they have a number of 9
- 10 operating entities and holding companies. With
- 11 respect to the path down to Telcordia, there's a
- 12 number of holding company layers, and then we get down
- 13 to the U.S., and we see Ericsson U.S., and the
- 14 business they do with all of you is an independent
- 15 company from Telcordia called Ericsson U.S. And then
- 16 there's Telcordia Technologies, which is us.
- 17 our legal name, and we do business as iconectiv as a
- 18 brand.
- 19 A couple of things to point out. This is
- an independent legal entity. We have our own 20
- subsidiaries underneath. We have our interconnect 21
- 22 communications consulting company that does worldwide
- 23 numbering and spectrum consulting services for
- 24 regulators and carriers across the globe. We have
- 25 entities that are joint ventures where there's a

- 1 degree of local ownership required to operate a
- solution such as in India, such as in Mexico, a local 2
- 3 entity acquired, and there are others like this. So
- we have a number of entities under -- and they were 4
- 5 all listed in the RFP response.
- For the purposes of this presentation, I 6
- 7 think the main thing to say and call out is that we
- are independent. The NPAC SMS contract will be with 8
- this entity, Telcordia Technologies. I will call us 9
- Telcordia throughout the rest of the presentation to 10
- stay consistent with the language in the RFP. Okay. 11
- 12 Any questions about that?
- 13 Okay. I guess maybe I'll just say, we
- 14 are also -- while we talked about Ericsson and their
- 15 \$35 billion business volume and their stability,
- 16 Telcordia itself is a full company with critical mass,
- 17 has its own revenue flow of million a
- year, its own very strong cash flow, profit margins, 18
- 19 just to be clear about that.
- 20 Again, as I said --
- MR. JACOWLEFF: And just one other point. 21
- And it has the balance sheet to build the NPAC in its 22
- 23 own capacity without taking facilities to do such or
- 24 borrowing from the parent company.
- 25 MR. DRAKE: Again, as I mentioned, just

- 1 this last month we created or established that
- 2 independent board whose mission is to oversee or
- 3 support the business objectives of Telcordia to
- deliver mission-critical, neutral clearinghouse 4
- 5 database solutions worldwide. So that is the mission
- of this board. It is comprised of one Ericsson 6
- 7 shareholder, Peter Heumann, Rich Jacowleff as
- chairman, and then three independent board members. 8
- 9 So there's a strong degree of independence in terms of
- 10 the autonomy that this board has over decisions
- 11 governing the behaviors and choices and priorities of
- 12 iconectiv, and I think you'll recognize some of these
- 13 names.
- 14 Dick Lynch, of course, was CTO of Verizon
- 15 Corporation for many, many years, has a deep
- 16 understanding of the U.S. infrastructure and the TA,
- 17 et cetera. I don't think much more of an introduction
- 18 is required of Dick. And William or Bill Clift was
- 19 CTO of Cingular, forming the AT&T mobility joint
- 20 venture with Bell South, as we see it. So, again,
- 21 another member with deep telecom expertise on the
- board. 22
- 23 And Mark Greenquist, who was CEO of
- Telcordia prior to the Ericsson acquisition and has 24
- 25 been CFO at large companies like Simple Technologies

- 1 and also been a senior executive at General Motors, so
- 2 he's got a deep pedigree in managing large businesses.
- 3 So a very strong, strong group of board
- 4 members here with extensive experience in the industry
- 5 and a strong business acumen. Okay. Any questions
- 6 about that?
- 7 So what do we do at iconectiv?
- 8 Fundamentally we are about delivering trusted, neutral
- 9 database clearinghouse solutions globally to assist in
- 10 the interconnection of carriers in their local
- 11 environment and a nationwide infrastructure and also
- 12 globally in some of our offers. These are
- 13 fundamentally based on clearinghouse solutions,
- 14 clearinghouse processes, and that is at the core of
- 15 our DNA.
- 16 Take a look at some of our portfolio, and
- 17 you'll see it's database after database after database
- 18 with clearinghouse operations that is equally
- 19 engrained in what is Telcordia. And, of course, with
- 20 respect to the U.S. NPAC, further deep expertise in
- 21 the U.S. numbering requirements are brought to bear as
- 22 well.
- As I say, we're a strong company with a
- 24 critical mass. We already deal with a thousand -- a
- 25 thousand different customers and manage the customer

- 1 care and billing those customers. We process
- 2 transactions for those customers that reach across
- 3 over two billion subscribers globally. We manage
- things in the order of millions and hundreds of 4
- 5 thousands of entities, like equipment types and
- 6 locations or connections in the billions. And with
- 7 respect to U.S. portability, we do actually have a
- very large percentage given our local systems 8
- 9 deployments with many of you. Reach of 80 percent of
- 10 fixed access lines; 95 percent of the wireless number
- 11 portability passes through our systems; and, of
- 12 course, with the 800, 100 percent of portable
- 13 toll-free tasks as well.
- 14 So as we are a company of critical mass,
- 15 we're also deeply expert in databases and in the U.S.
- numbering domain. 16
- 17 Just a closer look at the portfolio here.
- 18 I'll call your attention to the pictures.
- 19 Fundamentally this is the pain point that we resolve
- 20 that companies who wish to interconnect with each
- 21 other must trade information in a mesh configuration
- 22 can be very complicated to maintain the data set of
- 23 yourself and others and exchange them and maintain
- 24 accuracy.
- 25 This is commonly what drives industries

- to a clearinghouse or a hub model, and that's what we 1
- 2 do fundamentally in almost all of these solutions is
- 3 we simplify that interconnection through that sort of
- data service. 4
- 5 Of course, first up on the list is number
- 6 portability database services and also the local
- 7 gateways that were used to insulate the OSS
- infrastructure from the interface to the NPAC itself.
- 9 We do industry interconnection routing database
- 10 services. A lot of you are familiar with the LERG TRA
- 11 services, which are ours as well, and we do that also
- 12 on a global basis with international dial plan
- 13 information.

14

23 We're also in the spectrum management 24 domain, beginning with the white space, a white space 25 initiative, which freed up spectrum with the advent of

- digital television. We have a database running in the 1
- 2 United States for some time now live, and we're doing
- 3 interoperability certification of the device makers of
- 4 radio spectrum on an ongoing basis. We're also doing
- 5 that globally, and this, again, is a database where
- 6 you have to declare to a multi-vendor arrangement of
- 7 databases. You guys can actually think of this as the
- 8 regional multi-vendor model, in fact, though it is
- 9 nationwide, that in any geography in the United
- 10 States, multiple databases by multiple vendors can
- 11 operate and the design of that system is to share with
- 12 each other when a device attaches and is allocating
- 13 the spectrum.
- 14 It must inform all the rest within that,
- 15 what they call, the geographic contour of that radio
- 16 band that it has that channel, and so all vendors
- 17 understand that channel has been ported to that radio
- device and is used by that ISP now, and until it's 18
- 19 released, it cannot be used again. And that is
- 20 coordinated by synchronizing across the databases and
- 21 the vendors.
- 22 MR. JACOWLEFF: And the vendors pick
- 23 their own database providers.
- MR. DRAKE: Yeah, that's a good point. 24
- 25 The business model is that any ISP can select any

- radio equipment that it wishes to use for base 1
- 2 stations or terminals or the access points, and they,
- 3 in turn, can decide to connect to any database vendor
- 4 that they want. It's a completely open market,
- 5 perhaps more analogous to DNS, use of DNS, and it's
- 6 really there than it is, say, numbering.
- 7 But the idea is the same, that spectrum
- 8 management and this will move into 5.8 gigahertz and
- 9 other spectrums will become an open market of that
- 10 nature.
- 11 We also do some carrier infrastructure
- 12 information services, that includes things like common
- 13 language, which most -- many of you are familiar with.
- We also do SMS messaging, which is one of the assets 14
- we assimilated from Ericsson as we declared ourselves 15
- as an independent entity from Telcordia Technologies, 16
- 17 iconectiv, and that included assimilating some
- 18 Ericsson assets in interconnection and that includes
- 19 SMS messaging.
- 20 And, of course, ICC does regulatory
- 21 consulting worldwide, but we'll touch on that a little
- bit more. 22
- 23 So you can see we have a broad portfolio.
- 24 We're not just in the numbering business, but almost
- 25 everything here is of the same in nature as the NPAC

- 1 with information shared across the carrier
- 2 infrastructure on a nationwide basis for the benefit
- 3 of the efficient movement of telecommunication
- 4 services between providers.
- 5 We thought it was important to emphasize
- 6 or call out for a few minutes a part of the RFP
- 7 response that talked about our global experience. The
- 8 red illustrates where Telcordia has deployed number
- 9 portability solutions. The dark gray illustrates
- 10 other countries that are number portability enabled
- 11 that aren't using Telcordia, and the light gray is
- 12 countries that are not number portability enabled.
- So you can see by the -- between the dark
- 14 gray and the red that Telcordia really has most of the
- 15 worldwide market for those solutions. In fact, the
- 16 regulators talk to each other quite frequently, and we
- 17 are given referred business to a new regulator trying
- 18 to entertain number portability.
- 19 There are certain countries, say,
- 20 Kazakhstan, et cetera, looking closely at that,
- 21 Russia, Ukraine, looking at number portability. They
- 22 come to us, in fact, and talk to us about what is kind
- 23 of colloquially called our reference solution for
- 24 number portability.
- Now, we appreciate that the U.S. number

- 1 portability is its own system. It has its own
- 2 particularities. It's meeting its own certain types
- 3 of requirements as driven by the industry. It's not
- 4 the same as the NPAC we deploy worldwide, but I will
- 5 tell you that to a large extent, there is no --
- 6 there's no single NPAC deployed worldwide. Even as
- 7 people start with our NPAC reference architecture,
- 8 there are always particular requirements that that
- 9 industry drives, as customizations they feel are
- 10 important for their local conditions.
- 11 We call that reference architecture NPAC
- 12 plus. That was referred to in the RFP, to be clear
- 13 about that. NPAC plus refers to the addition of
- 14 pre-port validations between carriers on the NPAC, as
- 15 well as reporting itself and the broadcast. This is
- 16 done, as you all know, today separately through things
- 17 like an SMG clearinghouse in the United States before
- 18 things get to the NPAC. Those have been assimilated
- 19 into one solution in many, many of the deployments
- 20 worldwide.
- MR. JACOWLEFF: Partners.
- MR. DRAKE: Ah. Thank you, Rich. So the
- 23 other thing is, of course, we have to establish local
- 24 data centers. Data privacy regulations require that
- 25 the database contents be kept within the borders of

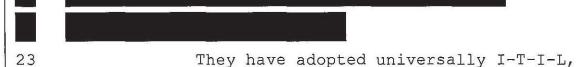
- 1 the country in every case. We have to work with local
- 2 data center providers to establish a 3 or 4-9s
- 3 capability with a primary and a backup diaster
- 4 recovery site in every instance. We do that with tier
- 5 one providers.
- It has been announced previously, so I
- 7 can say that we've worked with IBM in two different
- 8 countries as a tier one; with Neorbis in Latin
- 9 America, and now we're working with SunGard here in
- 10 United States. We have deep experience in working
- 11 with those large tier or very robust data center
- 12 solutions that support the NPAC.
- And also I want to say, again, we program
- 14 managed all of these implementations. We led the
- 15 industry, which included the carriers and the
- 16 regulator, through the business rules discussion to
- 17 culminate in a formal solution or formal requirement
- 18 set, and then we worked with the carriers to deploy.
- 19 We have many cases, you can see from the -- does it
- 20 actually distinguish the gateways?
- In many cases, we have multiple gateways
- 22 in these countries. Oftentimes we'll have three --
- 23 two or three gateways in the country with that many of
- 24 the operators that are participating, and so we also
- 25 have that exposure to the local system side on a

- 1 global basis, not just here in the U.S.
- 2 I'm going to talk a bit about SunGard.
- 3 First, at the very top, they've been in business for
- 4 They are a \$4 billion company. They have decades.
- 5 thousands of customers, and they are, in fact, the
- 6 pioneers of disaster recovery. A high availability in
- 7 fail order solutions. We're going to drill into
- 8 what's called availability services, which is a
- 9 business line in -- on SunGard to actually provide the
- 10 data center solutions.
- 11 First, looking at their customer base for
- 12 the data center business line, their mission here is
- 13 to ensure business continuity fundamentally, and it
- 14 all has to do with data or the application and the
- 15 data running on their infrastructure for their
- 16 customers. It provides hosting services, disaster
- 17 recovery services. This is a case where the primary
- data center for a customer is either theirs or 18
- 19 somewhere else, and the backup data center is run by
- 20 SunGard, as I will talk about that.
- 21 They do extensive fail testing and
- 22 restoration on an ongoing basis. They do cloud
- 23 solutions, collocation, and they actually have a very
- 24 large business continuity management practice, which
- 25 really just emphasizes their expertise in disaster

- 1 recovery.
- 2 customers. You saw 25,000 Over
- customers globally company-wide. There are 3
- 4 customers in -- particularly in the data center
- 5 business, and what we found very interesting and
- 6 compelling is that when you look at the industry
- 7 verticals, they really have a huge share of the top
- 8 brands in each of those sectors. So they are trusted
- 9 by these companies to provide that resilient
- 10 infrastructure, and we are -- we are believing very
- 11 strongly that they are the right partner to deliver
- 12 that kind of robust system for the NPAC.
- 13 Looking closer at the data center and
- some of the characteristics of this, I mentioned a lot 14
- of the capability set in what they call availability 15
- 16 services. Just a few other things.

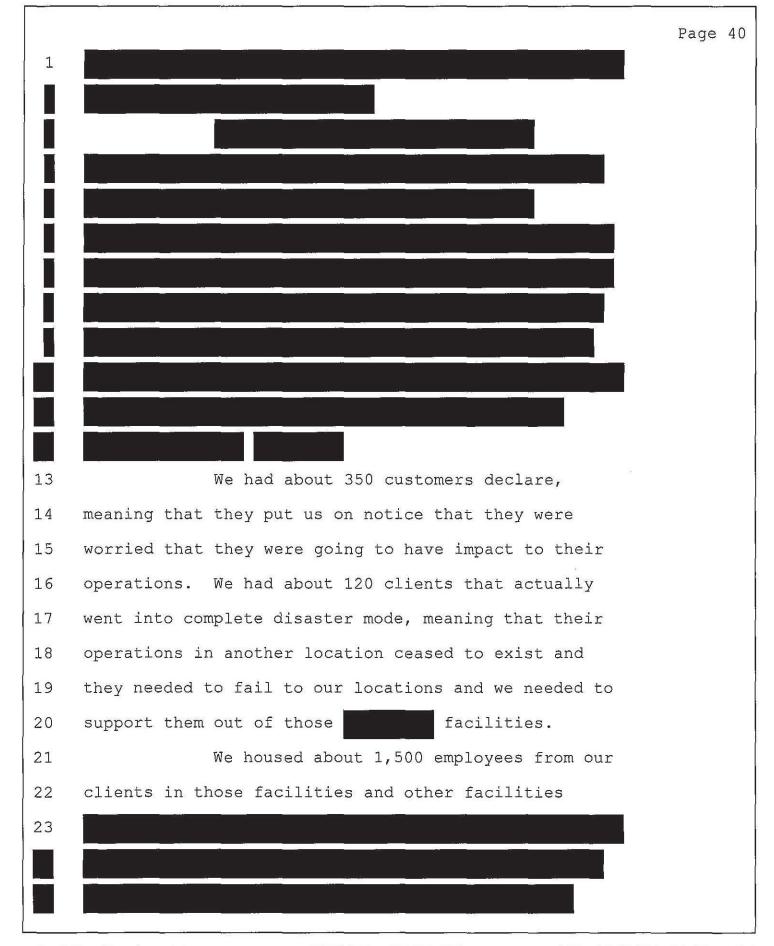






- 24 ITIL version 3. Is ITIL something some of you are
- 25 familiar with? Jason. Good. Good.



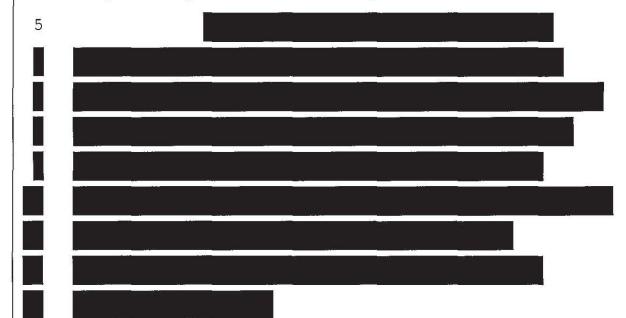


- there on the site in terms of the number of financial 1
- 2 institutions and others we support. A lot of the
- 3 businesses that we support out of the
- 4 location are financial traders. They're even in
- 5 sub-second transactions. They're dealing in very
- 6 real-time operations. We kept those operations going
- for those customers throughout Sandy.
- 8 The other large vertical that we were



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6	In fact, I think for 2013, we received,
.7	again, status recovery provider of the year from the
8	Disaster Recovery Institute. That's about the
9	thirteenth year we've won that award. That's sort of
10	giving some insight into the maturity of operations
11	that we handle.
12	MR. DRAKE: Thank you, Curtis. I'll also
13	just share something. Curtis informed us of the fact
14	that none of the customers that had their primary site
15	in had any disruption of services, not a
16	single one. So they really do have a disaster
17	recovery or high availability credentials that we
18	really want to see in the next Telcordia NPAC.
19	We're going to take a look at the
20	proposal. So we just finished kind of covering two
21	companies that are providing this solution; their
22	critical mass and their expertise being the primary
23	points being made there.
24	So looking at the proposal itself, the
25	first thing we want to call out is conformance or

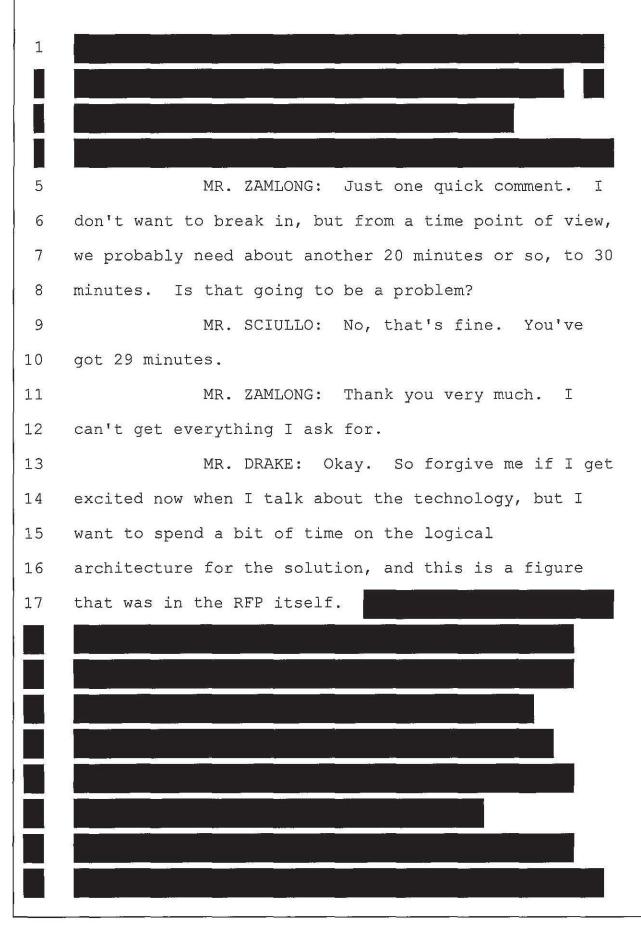
- 1 compliance to the requirement set. Okay. Whether
- 2 it's the FRS or the industry leader base spec IIS or
- 3 other RFP requirements, we are agreeing to every
- 4 single thing that has been requested.



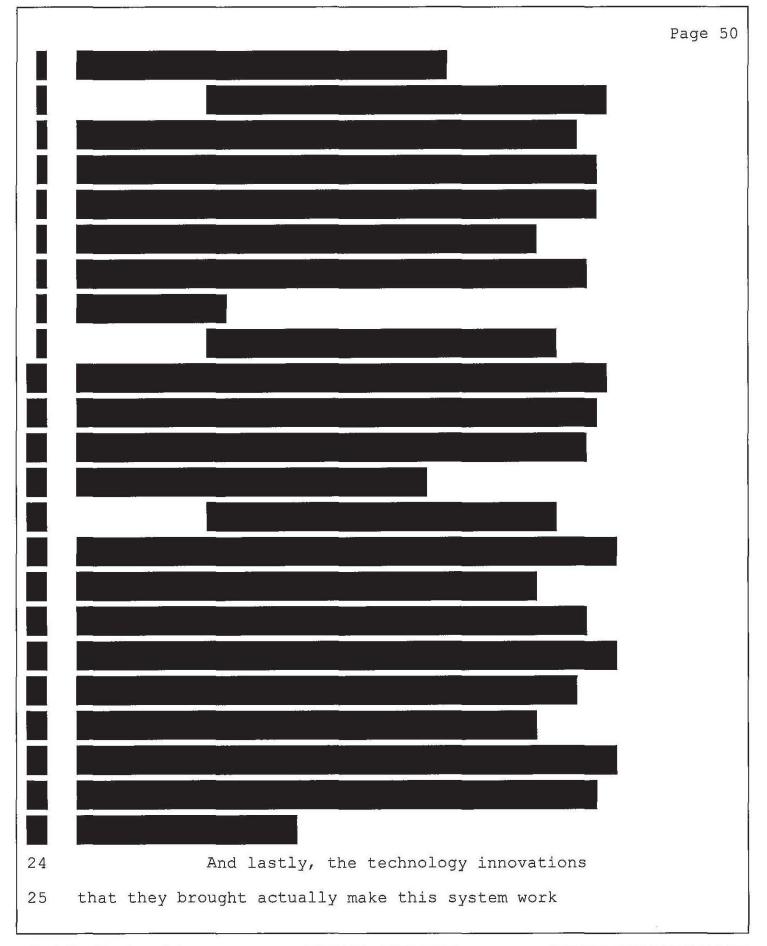
- 14 On the management side, again, compliant
- 15 to all requirements in the RFP, and also further we
- 16 are adopting, in this particular case, the same ITIL
- 17 v3 that SunGard uses. We'll talk a little bit more
- about that, but it really is a best practice for a 18
- 19 customer focused operation.
- 20 And on the security front, we're
- 21 compliant to the requirements stated in data center
- 22 security and any particular security requirements in











- 1 better the more you ask it to do. The higher the
- 2 capacity demand, the more efficient it becomes. Quite
- 3 an interesting technology.
- 4 So the bottom line here is that we are
- 5 using the very latest in technology in order to
- 6 minimize the cost, because things are cheaper in
- 7 higher capacity, both now, as well as growing into the
- 8 future. And we're passing that cost on in pricing for
- 9 the proposal.
- 10 Another key criteria was management in
- 11 the RFP. So what we want to stress here is that we
- 12 have built a full management architecture on top of
- 13 the NPAC application itself with -- I'm not sure if
- 14 you can read, but, again, from the RFP, monitoring,
- 15 reporting modules, billing modules, ticketing, a
- 16 knowledge base for self service and continuous
- improvement, and, of course, a single sign-on identity
- 18 access management system for the ease of use of the
- 19 industry. And other applications required, such as
- 20 the interactive voice response and the enhanced
- 21 enforcement are all included there working ancillary
- 22 with the NPAC.
- 23 All of this is using ITIL v3, as I
- 24 mentioned. This, again, is the world's most adopted
- 25 practice in enterprise IT to ensure that it's highly

- 1 customer centric; to ensure that it's got well-defined
- 2 governance, very rigorous change control, and that
- there's continuous improvement driven by metrics, 3
- 4 monitoring, and reporting and decision making
- 5 throughout. Those three elements are deeply embedded
- 6 in the ITIL v3.
- 7 And we apply that to all of the work
- 8 processes or functions, and, again, just to hit them
- 9 quickly, this a fully managed operation, not just the
- 10 database, with the service desk and incident
- 11 management, knowledge management, ticketing, request
- 12 fulfillment work flows, ongoing monitoring, and SLA
- 13 reporting and management. Everything is in here that
- 14 we would need to operate a customer-focused NPAC.
- 15 Again, transition is very important.
- the emphasis of the last few charts are we can build 16
- 17 this thing and we can build it at a good price point
- 18 that we can pass on the savings to you. Now can we
- 19 actually, say, deliver it and deploy and turn it up
- 20 and get through industry testing, and we believe we
- 21 have absolutely the ability to do that.
- 22 All the requirements that you put in the
- 23 RFP with respect to transition we're compliant to,
- 24 which is that we will assume that full responsibility
- 25 and that we will cover the costs of all of the program

- management transition as part of the flat-fee 1
- 2 transactions.
- 3 Our qualifications. We've been 17
- years -- actually it's close to 20 years thinking 4
- 5 about 1-800 portability, but 17 years since 1996 and
- LNP, and we participated very heavily in the LNPA 6
- 7 working group and the WICIS with respect to pre-port
- validations and more tighter reporting intervals and 8
- 9 inter-model ports as well, all the way from the very
- beginning of U.S. number portability. 10
- 11 So deep expertise in the industry
- 12 standards, and, of course, one of your requests or
- 13 requirements were that the administrator of the NPAC
- 14 be deeply involved in the working groups in the
- 15 industry forums to assist in the evolution of the
- 16 NPAC, and we're already doing that and we're fully
- 17 committed to doing that as a distributor in an even
- 18 bigger way.
- 19 We're active in the forums -- INC, Future
- 20 of Numbering, NOWG, and the FCC mandates.
- like, for example, there's a lot of work going on for 21
- the XML interface spec, the XIS. Those of you who are 22
- 23 a part of that, I think you'll agree that our
- contributions to that have been very constructive, and 24
- 25 we've raised some good points towards a better XML

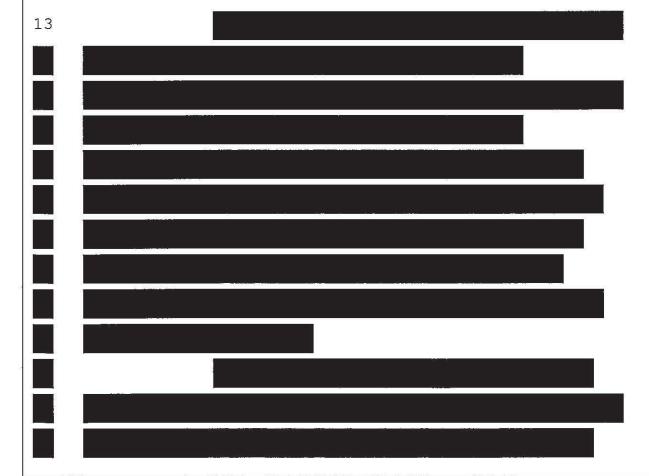
- 1 solution, a more functional XML solution. We're fully
- 2 supportive of that XML direction, and we're helping
- 3 the industry to think about some other factors and get
- 4 the best solution possible. And, again, part of our
- 5 experience lies in the fact that we have local
- 6 systems, RA SMS, our SOA, our ICP, and the gateway.
- 7 We manage 95 percent of the wireless transactions and
- 8 a large percentage of wireline in America, and that
- 9 being at the other end of the NPAC interface affords
- 10 us an even greater level of insight as to the nature
- of the implications to carriers as NPAC evolves.
- 12 With respect to the 15 countries, again,
- 13 I'm not trying to claim that this NPAC are like those
- 14 NPACs. No NPACs are created the same, but in terms of
- 15 the dynamics required to transition an industry to an
- 16 NPAC, we have done this 15 times. We've facilitated
- 17 the industry forums to define the processes, the
- 18 interfaces, the carrier systems. We have selected
- 19 through rigorous diligence the right data center
- 20 partners in those local regions and trained them on
- 21 the particular requirements of the NPAC application,
- 22 trained them in terms of how to monitor and report on
- 23 that, and we worked closely with them through
- 24 SLA-driven business grievance.
- And, of course, we program managed, PMO.

- 1 We do that as a matter of course in these deployments
- 2 worldwide, and that includes the full industry testing
- 3 and getting approved industry test cases on the table,
- 4 and M&Ps tested, et cetera.
- 5 We believe that our RFP response has
- 6 provided a comprehensive transition plan. It
- 7 leverages our expertise, as well as SunGard's
- 8 expertise of the data center infrastructure, and we
- 9 will be successful at implementing and launching it
- 10 going live in the regions we're selecting.
- 11 MR. SCIULLO: Chris, you have ten
- 12 minutes.
- 13 MR. DRAKE: Thank you. Just looking a
- 14 little bit closer at the key roles of each party in
- 15 the transition. Of course, Telcordia implementing the
- 16 actual NPAC database and the application and
- 17 operations infrastructure, staffing the service, and
- 18 performing data migration of any historical NPAC data
- 19 or in process ports that might be pending for the
- 20 regions that we're going to launch.
- 21 And program managing. And I wanted to
- 22 emphasize that our program management office always
- 23 uses a risk management approach, PMI based risk
- 24 management to identify key issues and jeopardies and
- 25 take the actions to resolve them and track them to

- resolution. That's deeply engrained in our launch of 1
- 2 15 number portability sites, and we appreciate that
- there are new M&Ps that relate to Telcordia's NPAC SMS 3
- that will need to be developed with carriers 4
- collaboratively. We're fully committed to do that and 5
- to test them with the carriers. And there will be a 6
- 7 continuous communications model throughout the whole
- 8 process, and especially hotlines and things of that
- 9 nature during go-live or industry test phases.
- 10 The industry responsibilities, of course,
- to sign end user agreements, similar to what's done 11
- with NPAC today. These are templates, so they are 12
- very straightforward activities. And participate in 13
- 14 the training that we'll provide relative to the
- 15 methods and procedures or aspects that are interesting
- 18 MR. JACOWLEFF: Chris, you want to leave
- 19 yourself time for regional and for pricing.
- 20 MR. DRAKE: Yes. We have like three or
- 21 four charts to go.
- Of course, you'll have to set up your 22
- 23 connections to the primary and backup site. That's
- 24 pretty straightforward. And then there will be
- 25 turn-up testing, performance testing, and fail-over

- 1 testing and so forth. That is where the industry
- 2 responsibilities would be in the transition.
- 3 Multi-vendor regional model. So we -- we
- 4 all know that the back office systems and the SEPs or
- 5 live databases for routing have been designed to be
- 6 insulated from the NPAC itself and its interfaces from
- 7 day one. The FRIIS define all technical requirements
- 8 for local systems like RA SMS or Tekelec, like our
- 9 interface to the -- our LSMS interface to the network
- 10 equipment.
- 11 So this is a full installation of
- 12 networks and back office OSS from the NPAC itself, and
- 13 that will be retained in the new -- in the new
- 14 architecture that might have multi-vendors in
- 15 different regions.
- And, of course, the whole architecture
- 17 from the beginning was written to be multi-vendor
- 18 regional. It was only through the failure of Perot in
- 19 theory at the beginning of this journey that it ended
- 20 up to be a monopoly and lasted as long as today, but
- 21 it is architected for regional. I think we'd all
- 22 agree with that fact.
- Now, having said that, there are some
- 24 operational impacts. I'm not saying here there's
- 25 absolutely nothing that will happen if you do

- 1 different vendors between, you know, different
- 2 regions. There will be some industry testing, of
- course, that has to be done with the new NPAC, as well 3
- as perhaps the old one. If say the IAS is coming out 4
- 5 in that time frame or some other new industry
- 6 capability, there will be Neustar tests and there will
- 7 Telcordia NPAC tests. So there will be two vendors to
- 8 test against. There will some M&Ps that need to be
- 9 updated to deal with the fact that in one region
- you're going to interface with the Telcordia SMS, and 10
- 11 in another, the incumbents or perhaps others,
- 12 depending on what direction you take.



1 5 And lastly, they wanted to declare like why do they care. They felt that the long-term 6 7 benefits of the industry of having multiple vendors, cost improvement, the innovation acceleration that 8 9 that engenders, and the resiliency of that system 10 outweighed the short-term impact and the costs supporting that. This is what they believed to be the 11 12 case. You will make your own determination, of 13 course, but those are interesting data points, and this is published on their website should you wish to 14 15 take a look at that. 16 Bottom line here is that we believe the 17 multi-vendor regional model in our proposal is 18 entirely viable, both technically and operationally. Not to say that there aren't any impacts of any kind, 19 20 but they are very manageable. 21 So, again, from the RFP, you would recognize these two pictures. We -- we are compliant 22 23 to all the requirements. Again, that's thematic. You requested that all requirements are part of that fee. 24 25 You requested that any future SOWs or enhanced NPAC

- are a part of that fee. You requested that there be 1
- 2 some transparency, and, in fact, the savings in later
- 3 years be passed back.

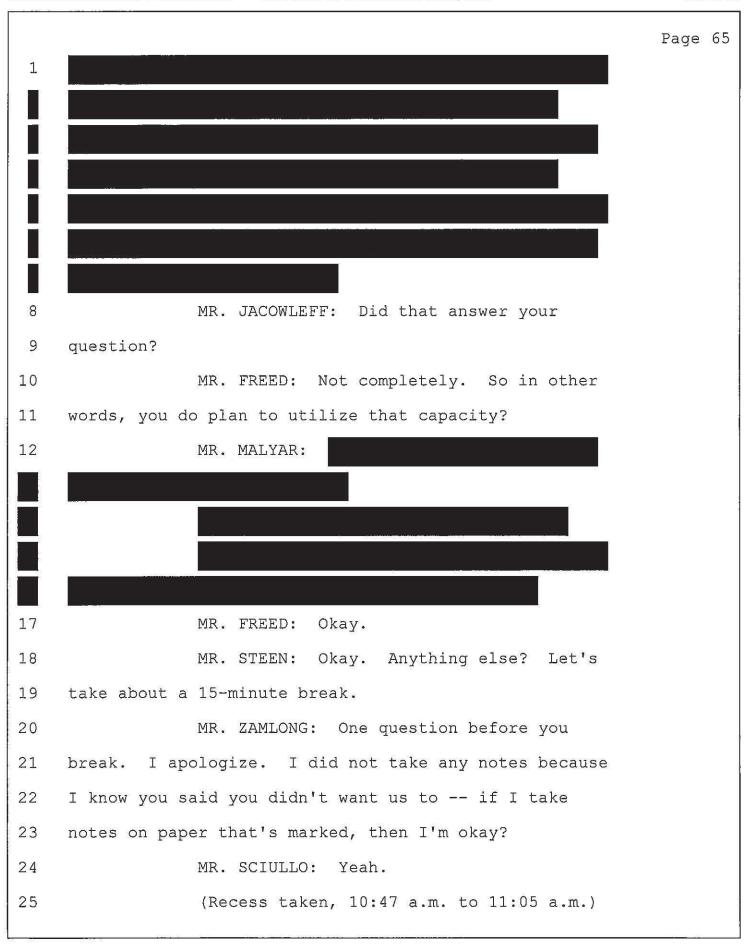
- 10 Whether it's a regional model or a
- 11 nationwide model, those principles apply.
- Furthermore, in a multi-vendor model, we believe that 12
- has an added benefit of having a competitive 13
- 14 environment. Multi-vendor is always good for an
- 15 industry. So there's that added value on the
- 16 multi-vendor case.
- 17 We believe that the current distribution
- 18 model for fees on a regional basis can be used. We
- 19 can talk more about that in the O and A. And we
- 20 believe that having a multi-vendor situation will
- 21 evolve the industry towards full carrier choice.
- 22 We have heard the comments that, Boy, if
- 23 we're going to change the NPAC vendor, we'd really
- like to have full carrier choice. Some people call 24
- 25 that pie in the sky. There is a path to that through

- 1 the multi-vendor regional model where you can
- 2 establish more than one vendor nationwide, on a
- 3 regional basis, and then you can evolve that to a much
- 4 more open environment, somewhat similar to, say,
- 5 spectrum management where there could be any number of
- 6 database vendors applying transactions and any carrier
- 7 can choose whichever one they want and everything is
- 8 synchronized. So that is an evolution that we believe
- 9 this enables.
- 10 Bottom line, though, on cost, it's market
- 11 paced because it's a competitive environment, and we
- 12 believe it's a fair and reasonable price for what
- 13 we're offering and what you're asking us to do.
- 14 So this is the last chart, and
- 15 fundamentally we're recapping what the key themes
- 16 were. I hope that the presentation has conveyed them
- 17 and has emphasized them properly. We absolutely would
- 18 like to hear more questions and get answers in areas
- 19 to drill into any one of these assertions, but this
- 20 was the design criteria for our proposal in response
- 21 to the RFP; that we would be completely compliant;
- 22 that we would be bringing deep expertise in both the
- 23 U.S. and global number portability to the solution;
- 24 and that we had both the technical and operational
- 25 experience to deliver the right kind of solution for

- the industry; that we brought an absolutely 1
- 2 best-in-class data center infrastructure solution with
- 3 our partner, SunGard; and that we could not only build
- this thing but transition it and go live in the 4
- 5 regions that we selected, again, very much through a
- 6 long testing interval and collaborative partnership
- 7 with the industry and carriers throughout the process.
- 8 It's a fair and reasonable price in our
- 9 proposal, and we believe that the model for
- 10 multi-vendor, if you choose to go in that direction,
- is entirely viable, both technically and 11
- 12 operationally.
- 13 And lastly, the service we propose is
- 14 built on an architecture that is highly extensible to
- 15 new technologies, whether that's the all-IP network
- 16 goal or some other goal, and it will scale to
- 17 increasing demands put upon it in the future, and all
- 18 together that presents a very compelling proposition
- 19 with substantial benefits to the industry with the
- 20 introduction of this Telcordia mecca.
- 21 So hopefully the presentation has
- conveyed that, but we'll take questions just to make 22
- 23 sure that if there's any lingering doubts or areas of
- 24 uncertainty, that we address them properly. Thank you
- 25 very much.

- 1 MR. STEEN: Thank you. I think that was
- 2 a good presentation. I think I noticed we were taking
- 3 a lot of notes and looking at it. We're going to take
- 4 about a 15-minute break. We'll set up, and we do have
- 5 a number of questions we'd like to go through some of
- 6 them you have clarified for us probably already, but
- 7 we'll hit those again. We'll get those guestions.
- We'll take about a 15-minute break. 8
- 9 MR. KAGELE: Just one quick question for
- 10 Chris, please, before we take the break.
- 11 MR. STEEN: Sure.
- 12 MR. KAGELE: What year did the spectrum
- 13 management database you were referring to go live?
- 14 MR. ZAMLONG: John, you want to answer
- 15 that?
- 16 MR. MALYAR: January 2012.
- 17 MR. KAGELE: January 2012.
- Any other quick questions 18 MR. STEEN:
- 19 before we take a break?
- 20 MS. EMMER: I had a quick question for
- 21 Curtis. What was the award that you won over the last
- 22 13 years? I didn't catch the name.
- 23 MR. HAMPSHIRE: It was disaster recovery
- 24 provider of the year from the Disaster Recovery
- 25 Institute. It was the DRJ award in March this year,

Page 64 1 the latest one. 2 MR. STEEN: Anything else? 3 MS. TUCKER: With respect to the award, how many different companies actually do disaster 4 5 recovery at the level that you do? 6 MR. HAMPSHIRE: There's a couple sizeable 7 companies that do this. There's a number of companies that actually we sell our services, but you've got 8 9 companies like IBM and other large data PSCs that 10 actually do services as well. 11 MR. FREED: Yeah. In your hardware 12 redundancy plan, with your spare capacity, is there 13 any plan to utilize that, such as DRP? 14 MR. DRAKE: Not in particular, but, John, 15 maybe you want to take a shot at that. 16 MR. MALYAR:



- 1 MR. STEEN: We're back, and we have
- 2 prepared a number of questions. Some of them you
- 3 probably anticipated with the presentation. We
- 4 appreciate that, but I think it's still good that we
- 5 go through them again anyway, and Todd is going to
- 6 lead us through the questions. We'll project them on
- 7 the board so that way -- the screen so that way you
- 8 can see them and think about them if you need to. And
- 9 as we said before, we'll try to keep up with it, but
- 10 we'll try somewhere around every hour to take about a
- 11 ten-minute break so everybody can relax a little. All
- 12 right. Questions.
- MR. DAUBERT: One thing I'll just say is
- 14 my role here is really just to serve, as I explained
- 15 to Joel, as a facilitator of questions so that we can
- 16 keep moving on, and the goal really here is just to
- 17 give everybody a chance to provide as much useful
- 18 information about the proposal, the questions.
- You know, obviously we wrote these
- 20 questions before your presentation, so you're going to
- 21 see some repeated.
- MR. JACOWLEFF: Okay. Now, in
- 23 preparation of what we thought some questions might
- 24 be, we have a bunch of backup charts inside of that
- 25 deck, so I don't know logistically how Chris --

- 1 MR. DRAKE: I spoke --
- MR. JACOWLEFF: Do you have a USB or 2
- 3 something? If you need it, we might want to refer to
- a chart that elaborates on the answer. 4
- 5 MR. STEEN: We'll see how that works out.
- 6 MR. DAUBERT: And some of the ways the
- 7 questions are structured, we did not want to prejudge
- 8 the way the answers would be, so there's various
- 9 different options depending on how you answer. I
- 10 don't intend to read this all line by line, but it's
- 11 helpful for a guidance for us to go through.
- 12 MR. STEEN: I think we're trying to make
- 13 the projector work a little better.
- 14 All right. Todd, I'll turn it over to
- 15 you.
- 16 MR. DAUBERT: Excellent.
- 17 MR. STEEN: And Deb will be driving for
- 18 you, I think.
- 19 MR. DAUBERT: So, you know, we just
- 20 wanted to get into a little bit more of a discussion
- 21 about how you arrived at your pricing proposal. You
- 22 touched on that in the presentation.



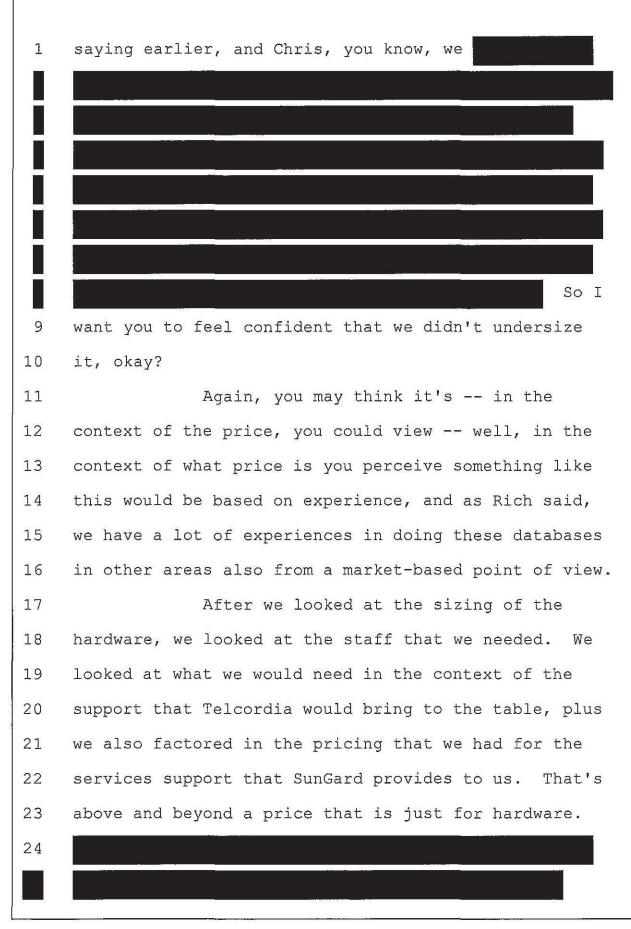
1 This is really sort of a general discussion. How did you come up with your 2 3 pricing proposal, how did you structure it? 4 MR. JACOWLEFF: Can I start with that, 5 Joel? 6 MR. ZAMLONG: Certainly. 7 MR. JACOWLEFF: So how did we come up with the pricing proposal? So as a services company, 8 as a software company, when we work projects and you 9 10 work many projects around the world, the first is you size and scope the technology, the service, the 11 people, and equally important you build risk into your 12 13 cost plans. 14 And so we did a bottoms-up view of --15 first, we designed an architecture that we felt was going to meet the needs. We worked with the SunGard 16 17 quys to design data centers. We then costed those things, and form follows function, so the 18 19 organizational design needs to follow the service that 20 we're delivering, it needs to follow the architecture 21 that's being built. And so then we laid out what the organization would look like all the way through the 22 23 highest level of the management chain, which would be 24 the executive vice president reporting to me. This business will run as its own 25

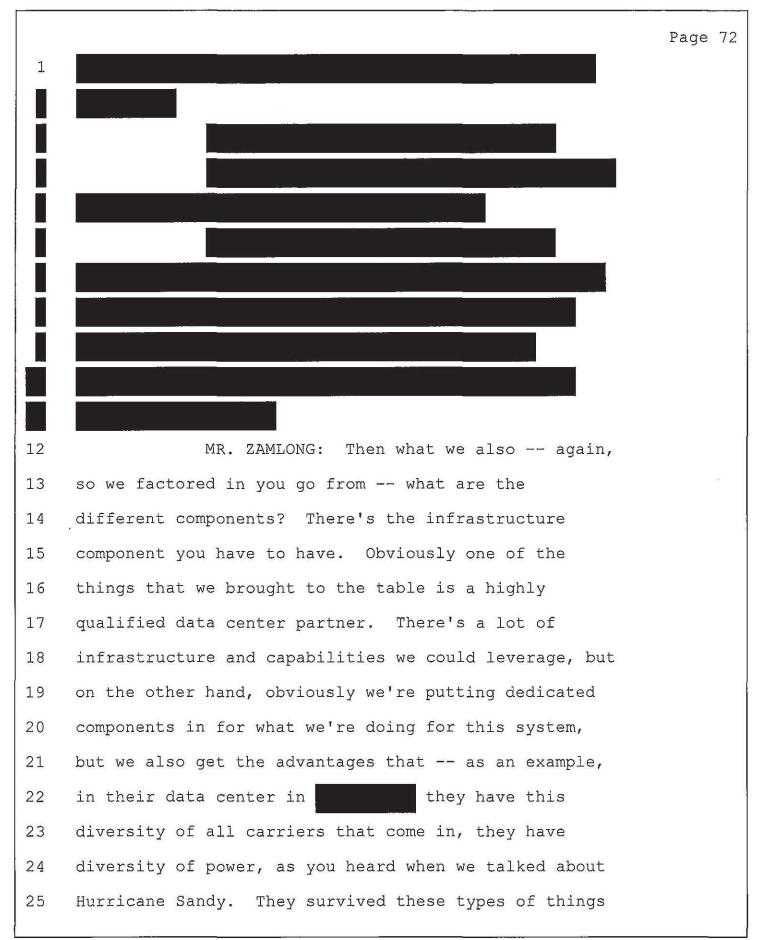
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- business unit inside of iconectiv, with that isolated 1
- in the sense that it will be its own business unit and 2
- 3 will be somewhere physically isolated from some of the
- other services. 4
- 5 And so we added up all those costs, and
- 6 then we run it -- as a business, we run on certain
- 7 margins. Margins affect any business, as you all
- 8 know, public businesses and private businesses.
- 9 You're judged by your margins relative to your
- 10 competitors, and so we target to do business at
- certain margins. We added up our costs. We came up 11
- 12 with a price.
- 13 We recognize that we have a pretty
- 14 substantial investment. Anybody new, ourselves or
- 15 others new coming into this will have a substantial
- 16 investment over what the incumbent would have, and,
- 17 you know, there's no hiding that fact.



1 So we wanted to come in at a price that 5 we thought would work for us and hopefully work for 6 you guys. 7 MR. ZAMLONG: Okay. So the other thing I 8 would just add to that, when you look at the different 9 factors that are involved, as Rich said, we looked at the architectural design, how we would design the 10 11 system, looked at it with SunGard and created a 12 detailed bill of materials to get all of the components identified, okay. So it wasn't like we 13 didn't estimate things. 14 15 We put actual configurations together 16 based on what we understood the requirements would be. 17 25 This is where John and some others were







Page 75 The other aspects are we also then looked 1 at it, in our pricing, where do we have to be at 2 3 different points.



Page 78 1 10 MR. ZAMLONG: When I say Telcordia, that 11 would be the Telcordia team because right now the way 12 that we worked it with SunGard, it's not the SunGard 13 people. 14 MS. CAMPAGNOLI: Okay. So they would be all Telcordia? 15 16 MR. ZAMLONG: They would be incremental. 17 And, again, part of the reason I did it that way is the Telcordia team is the primarily customer-facing 18 19 team to you. 20 MR. JACOWLEFF:



1

- 3 MR. DAUBERT: And, you know, don't worry
- 4 about -- you know, obviously we'll try to move these
- 5 along, but we're not trying to stick on a specific
- 6 schedule. The most important thing is that we have a
- 7 really good dialogue, and, you know, if you guys know
- additional information, you can share it with us. 8
- MR. ZAMLONG: And, again, I think the key 9
- 10 theme here, as Rich said earlier and Chris said, we
- 11 want to be transparent. We want to make sure you
- 12 understand what we're doing because we recognize that
- 13 some of the numbers that are out there and some of the
- 14 things are -- you know, you kind of first look at it
- 15 and it takes you aback, okay, so you have to
- 16 understand why it's realistic.
- 17 And you can probe with more questions and
- 18 we can talk more about it to make sure you feel
- 19 comfortable.
- 20 MR. DAUBERT: So for the next one we're
- 21 just talking about development costs in general, and
- 22 we just wanted to make -- you know, ensure that
- 23 development costs were included in pricing; if they
- 24 weren't, how you'd recover them; and are there any
- charges that the industry would be expected to pay 25

Page 83 that are not documented in your proposal? 1 2 MR. ZAMLONG: Okay. So, again, I said I 3 wouldn't answer all the questions, but since they're 4 on costs, I'll just take this one and others can 5 comment.

1	
6	MS. GEHL: More specifically towards what
7	Rich's response was. You indicated that you're using
8	project accounting, project tracking, and that all
9	expenses are going towards this project. In your
10	definition, when does this project end? Does it end
11	at implementation or would it end at the end of the
12	contract term?
13	MR. JACOWLEFF: For the purpose of the
14	business case, it would end 2020.
15	MS. GEHL: Okay.
16	MR. DAUBERT: So unless anybody has
17	anything else, we'll go on to the next one. I think
18	you probably already answered the next one.
19	MR. SCIULLO: By the way, I just want to
20	add one thing. If you could just bookmark your

Section 4.1.2.4, we can talk about the following

items, unless otherwise noted are not included in

you repeat that? I got the numbers, but what did you

fixed fee. Not now. 4.1.2.4.

scheduling@huntergeist.com

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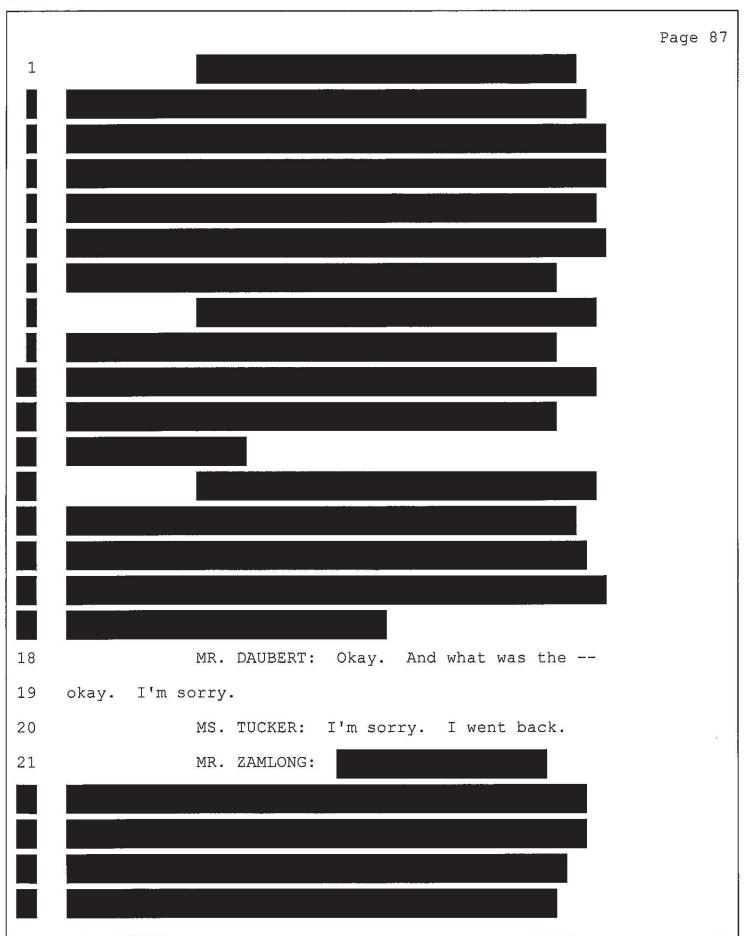
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24

25

MS. CAMPAGNOLI: I'm sorry. Dan, could

- 1 say after that?
- 2 MR. SCIULLO: It's just --
- 3 MR. ZAMLONG: Is this the RFP?
- 4 MR. SCIULLO: Yeah. It just says, "The
- 5 following items are not mandatory, and unless
- 6 otherwise noted, are not included in the fixed fee
- 7 provided in the proposal, "blah, blah, blah.
- 8 MR. ZAMLONG: Okay.
- 9 MR. SCIULLO: So just go back and we can
- 10 revisit this.
- MR. DAUBERT: Okay. So, again, we were
- 12 asking a similar question with respect to
- 13 nondevelopment costs and transition, training,
- 14 industry meeting participation, and, you know, how
- 15 these costs would be recovered and who would incur the
- 16 costs. So just a little bit of talk about
- 17 nondevelopment costs associated with this.
- 18 MR. ZAMLONG: Okay. And, again, related
- 19 to this, the nondevelopment costs associated with
- 20 transition, training, industry meeting participation,
- 21 if I understand when you talk about industry meeting
- 22 participation, you're talking about Telcordia
- 23 participating in meetings, okay?



1 So this question is about MR. DAUBERT: 5 ancillary -- possible ancillary uses of the NPAC infrastructure. So the question really is: Would you 6 7 use any portion of the infrastructure to support non-NPAC ancillary services? And if so, what's the 8 9 relationship between the revenues from those services? Would they directly offset the cost of this contract? 10 Or if they wouldn't, then, you know, would the costs 11 12 be used to subsidize non-NPAC ancillary services? So just a discussion around sort of joint use --13 14 potential joint use of the infrastructure or whether 15 it's solely dedicated to this. 16 MR. ZAMLONG: Well, let me start off and 17 then we can ask others to comment. Based on the RFP, 18 the only ancillary services that were identified were 19 the ancillary services that are currently supported by 20 the NPAC today, which was the LEAP and the WDNC, so we did not factor in using the NPAC for other fees, other 21 services. 22 Now, that -- I'm just saying that's from 23 a pricing point of view. So did you want to -- Rich. 24 25 MR. JACOWLEFF: Yeah, I thought it was a

- 1 different question.
- 2 MR. MALYAR: I think his question is
- 3 asking the infrastructure we're rolling out to support
- 4 the NPAC SMS and all its services, we'll be leveraging
- 5 that or using that on other internal
- 6 iconectiv/Telcordia services, and I think that's what
- 7 the question is.
- 8 MR. JACOWLEFF: Right. Chris.
- 9 MR. DRAKE: The answer is absolutely not.
- 10 They all run on their own infrastructure and their own
- 11 customer care. Everything is -- in this proposal is a
- 12 dedicated business plan.
- MR. DAUBERT: Perfect.
- 14 MR. CRESTI: So the question was going
- 15 towards are we supporting the price by using the
- 16 infrastructure for something else?
- MR. DAUBERT: Either way.
- MR. SCIULLO: Either way.
- MR. CRESTI: The answer that Chris
- 20 mentioned is no. What we've proposed is the
- 21 infrastructure is all a sole implementation and the
- 22 price that we shared supports that.
- MS. GEHL:

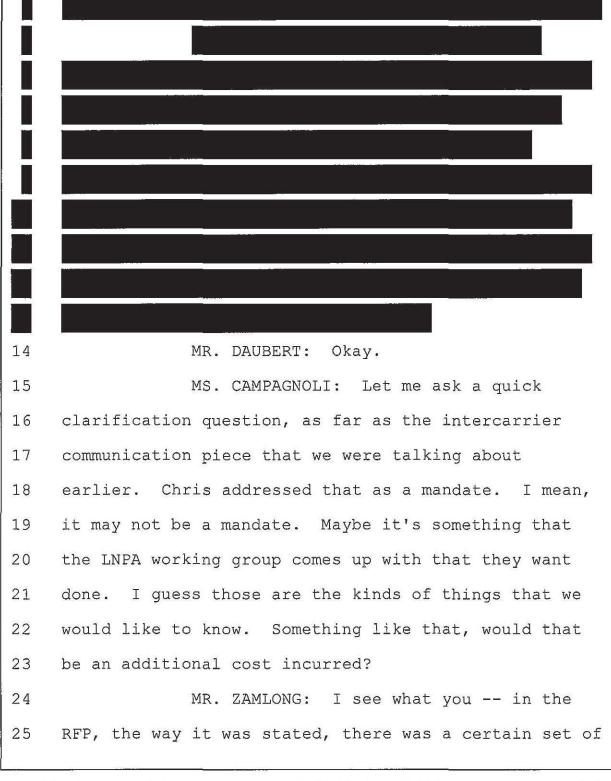
REDACTED - FOR PUBLIC INSPEC **LNPA Procurement Presentation** Page 90 1 14 MR. DAUBERT: So next we were just 15 talking a little bit more about transition. And, you 16 know, again, you've already hit on some of these 17 issues. We're just asking if there's any charges the 18 industry would pay in the event of a potential 19 transition of one or more regions that were not set 20 forth in your proposal and, you know, whether you guys

- 21 would be willing to provide some more detail around
- 22 these costs in response to any request for a best and
- 23 final offer.
- So, you know, again, we sort of talked
- 25 about these issues already, but, you know, what -- can

- 1 you talk a little bit more about the charges the
- 2 industry would have to pay with respect to the
- 3 transition in one or more regions?
- 4 MR. ZAMLONG: Well, can you clarify the
- 5 question for me because when I'm --
- 6 MR. DAUBERT: So this question -- keep in
- 7 mind that these questions, again, were written before
- 8 your propose -- I mean, before your discussion
- 9 earlier, so we sort of did this based on the RFP
- 10 proposal,

- 20 MR. DAUBERT: Can you talk a little bit
- 21 about what charges you foresee that the industry is
- 22 going to incur as part of the transition?
- 23 MR. ZAMLONG: Okay. So, in general,
- 24 related to -- during the transition period, if you --
- 25 let's talk about connection charges, okay. You would

Page 92 have to, let's say -- I'm going to use T1s as an 1 2 example. Let's say you're going to have to set up 3 additional T1s for our data centers. Is that 14 what you were asking? 15 MR. DAUBERT: Yes. 16 MS. TUCKER: Tim, can you clarify any 17 further on this question? 18 MR. DECKER: No. I think Todd did great. 19 MR. DAUBERT: So apart from the T1s that 20 we might have to establish, was there anything else 21 that you can foresee that you could imagine the 22 industry would need to incur as part of this? 23 MR. JACOWLEFF:



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features you wanted input on. You didn't indicate 1

2 when you would want them implemented, I think, and I'd

3 have to just go back and check it. I know there were

4 some set of things that you wanted to be planned to be

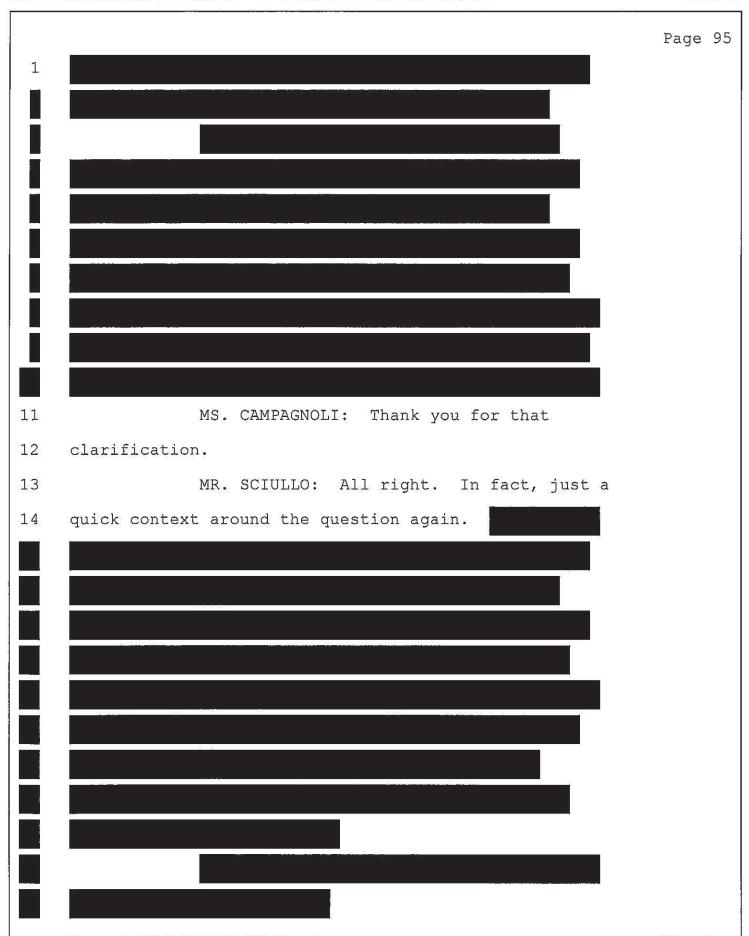
5 included because they could happen at some further

6 date.

7 MS. CAMPAGNOLI: Right.

8 MR. ZAMLONG: Okay.



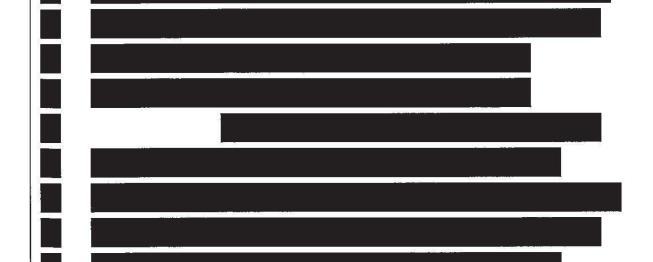


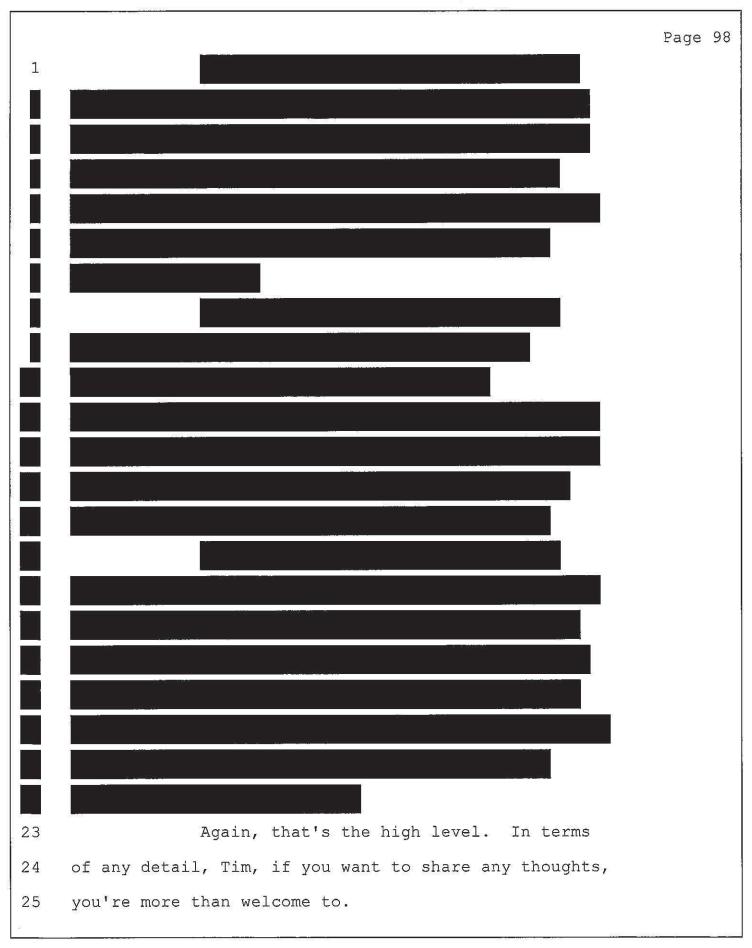
Page 96 1 MR. SCIULLO: Thanks. 2 MR. DAUBERT: Next slide. I think that's 3 basically just the same thing that Dan just mentioned about the bulk download --4 5 MS. CAMPAGNOLI: Exactly. 6 MR. DAUBERT: -- so I think I know your 7 answer to that question. 8 MR. ZAMLONG: Okay. 9 MS. CAMPAGNOLI: I think that was 10 answered, wasn't it? 11 MR. ZAMLONG: John, do you want to say 12 anything further about that? 13 MR. MALYAR: 22 MR. ZAMLONG: Again, not to overstate it, 23 but in the context of what John said, obviously since 24 there's something that's needed from the incumbent, for another vendor to ask -- we don't have a contract 25

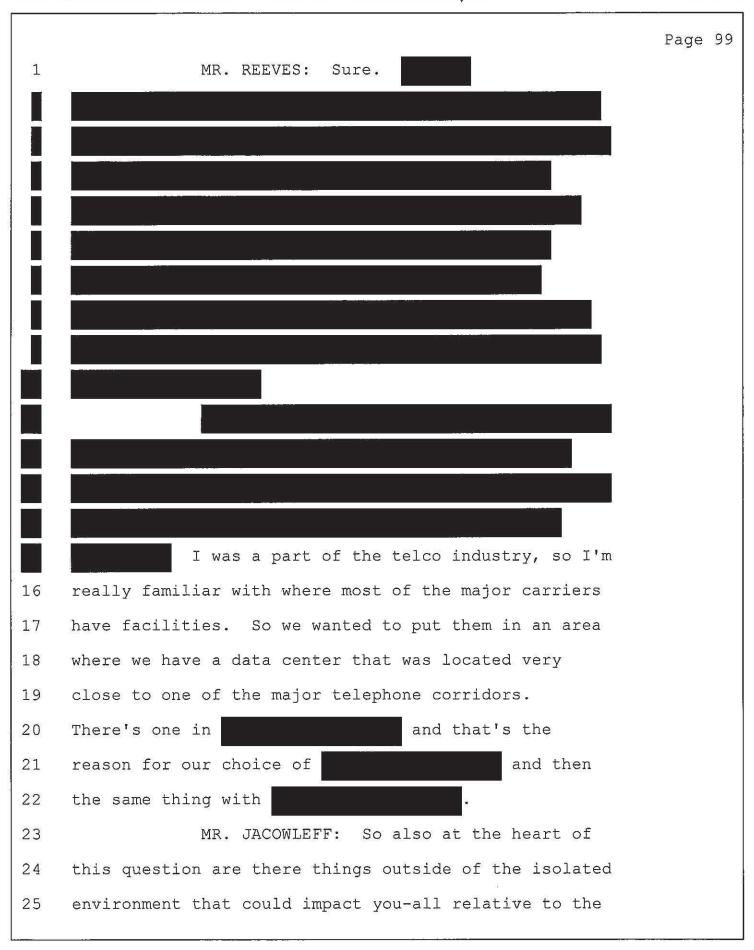
- 1 relationship with that company. It's not clear that
- 2 they would respond to me, so we would need some
- 3 assistance.

We just may need

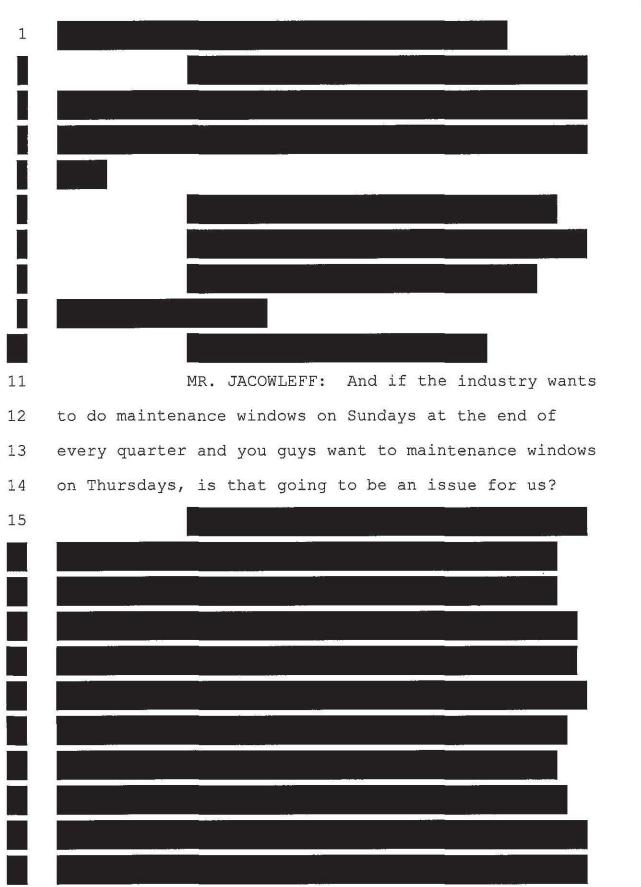
- 5 assistance that they will make it available to us.
- 6 MR. DAUBERT: So next we wanted to sort
- 7 of move away from the pricing of cost and talk a
- 8 little bit about the data center/support center
- 9 environment, and we wanted to have you explain a
- 10 little bit about would the NPAC data center be in a
- 11 shared/isolated environment?
- MR. ZAMLONG: John, why don't you start
- 13 and then we'll have SunGard people speak.
- MR. MALYAR: So it depends on what level
- 15 we are looking at this.







Page 100 servers, right? So that's really the other part of 1 that question. So what's in common? The building is 2 3 in common. 4 MR. HAMPSHIRE: MR. JACOWLEFF: What about the network? MR. SHEER:



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Page 104 So we try to minimize the customer impact. 1 2 MR. MALYAR: I want to make -- just add a 3 couple of clarifications because I wasn't sure if your 4 concern was the people or the entrance to the cage or 5 whatever. 6 MS. DOELL: Yes.



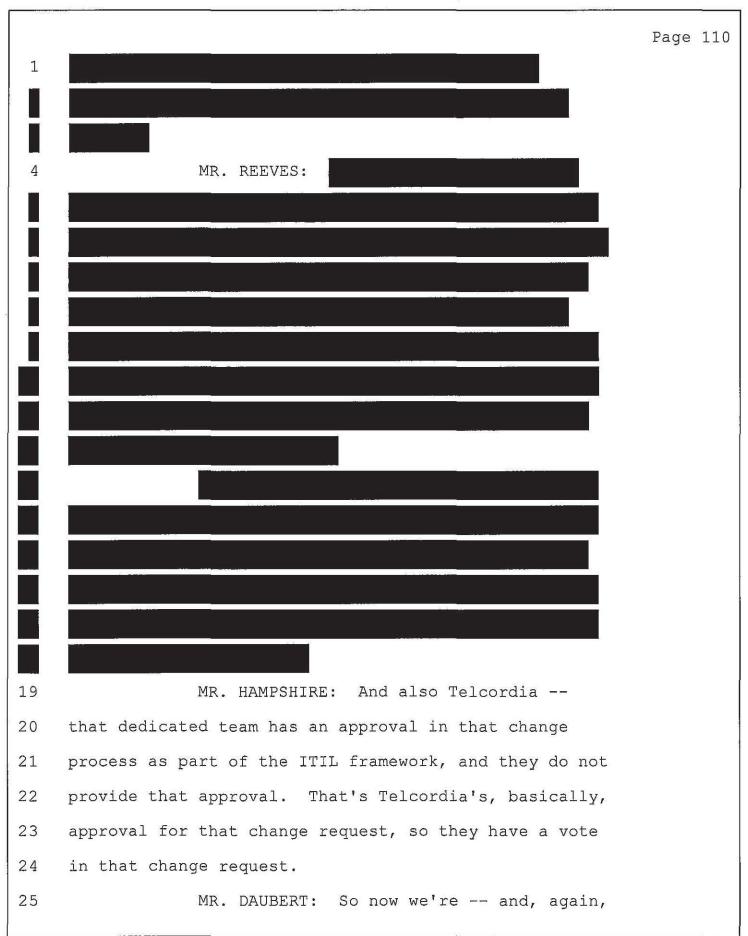
1 So we have multiple checks and balances, both internal 2 and through an independent audit. 3 4 MS. DOELL: Thank you. 5 MS. CAMPAGNOLI: The Sunday maintenance, whatever we have in today's environment, you shouldn't 6 have any issue with maintaining that schedule, right? 7 MR. MALYAR: So the answer is no. We 8 9 understand that that's what the current expectation If that changes, we'll work and change with that. 10 11 We're not saying it has to be a Sunday in the current 12 We understand that there are SLAs that we need to support, and you determine, you know, as an 13 14 industry on how we need to manage the maintenance. 15 That's well understood. 16 I think -- and I don't want to embellish 17 this too much. I think one thing that gets a little 18 blurried, and it's not meant to blurry, is there are some common facilities in the data center. Like, for 19 20 example, if they're going to have someone come in and 21 open up the door somewhere else, that will happen, but 22 when it comes to the equipment that we have, we're dependent on -- Telcordia on behalf of the industry 23 manages and owns that from a governance policy and 24 25 works closely with SunGard to make sure that they're

- 1 supporting our needs as we move forward.
- MR. STEEN: I guess I've got a clarifying 2
- 3 question there, too. So, John, what I think I'm
- hearing you say is our interface is with you and your 4
- 5 interface is with SunGard?
- 6 MR. MALYAR: Right.
- MR. ZAMLONG: And it's, you know, one 7
- SunGard will not individually decide they want 8 team.
- to open a ticket to do something on the system. 9
- 10 Anything that happens has to go through a governance
- 11 policy and approved and agreed by us. SunGard acts on
- 12 our behalf, okay, and whatever they do, it's
- 13 monitored. That's what our services operational team
- 14 is doing. They oversee what's going on to be sure
- 15 that everything is happening in accordance with the
- 16 policies we agreed to.

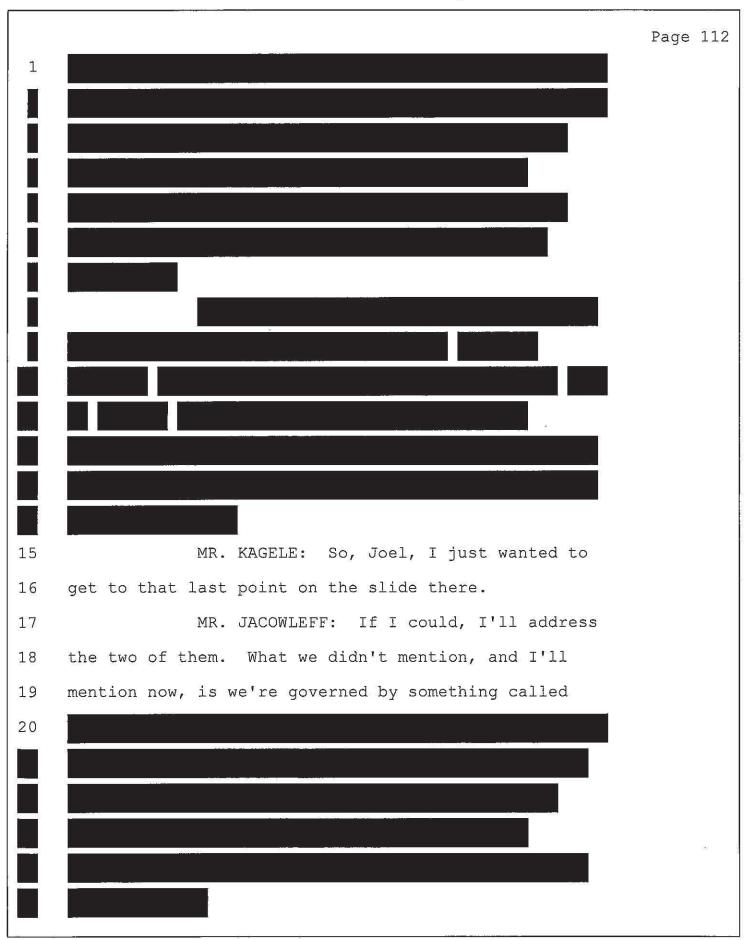


1 They make sure that the work flows are 2 handled. They are dedicated to that from a service 3 delivery function, from a project management function, 4 from a technical account management function, 5 et cetera. 6 So those people stay dedicated in our 7 model, and their objective is to become an extension 8 of the Telcordia team inside our business, and they're 9 measured based on Telcordia's satisfaction with the 10 service. So it is a leveraged model. There are 11 dedicated people that make sure, if there are unique things that need to be done relative to the business 12 13 process required by Telcordia, that we can integrate 14 those into our system. They also are the ones who work closely with Jerry's team to make sure the 15 16 requirements are passed on, and the entire company is 17 standing behind what we need to do for Telcordia. 18 The guestion I have is the MS. GEHL: 19 nature of the relationship between the two companies, 20 whether it's a core infrastructure change, whether you 21 have a change to your main power feed, or you're doing 22 a test on your generators in the facility, is it a request or a notification to Telcordia? 23 24





- 1 we've talked about this a little bit. We just wanted
- 2 to ensure that we understood where the various
- 3 Telcordia and SunGard service for support call
- 4 resources would be geographically located. So you've
- 5 got , SunGard has a facility there, and
- 6 right? Are there other locations where
- 7 you would be --
- 8 MR. JACOWLEFF: So it would be our help
- 9 desk.
- 10 MR. ZAMLONG: Okay. Our help desk at
- 11 this point we're planning on housing it in
- 12 okay? We'll have the NOC or the help desk that you
- 13 would -- or the industry would call into, okay, and
- 14 our help desk then would interface into, as needed,
- 15 the SunGard help desk for support areas to help
- 16 resolve any issues, but when you call in, the industry
- 17 calls in, you would be calling into the Telcordia
- 18 NOCs.
- 19 Currently the plan that we have is for it
- 20 to be in our . I won't
- 21 talk about a specific physical building. In
- 22
- MR. DAUBERT: What other --
- 24 MR. REEVES: The SunGard call center is
- 25 in as well as our primary NOC.

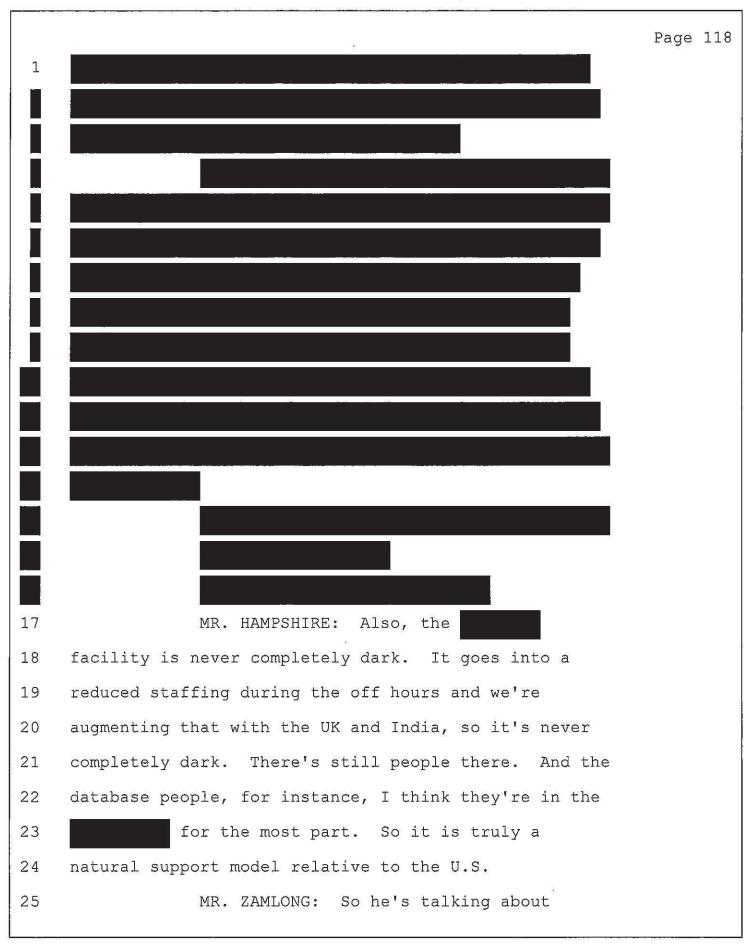




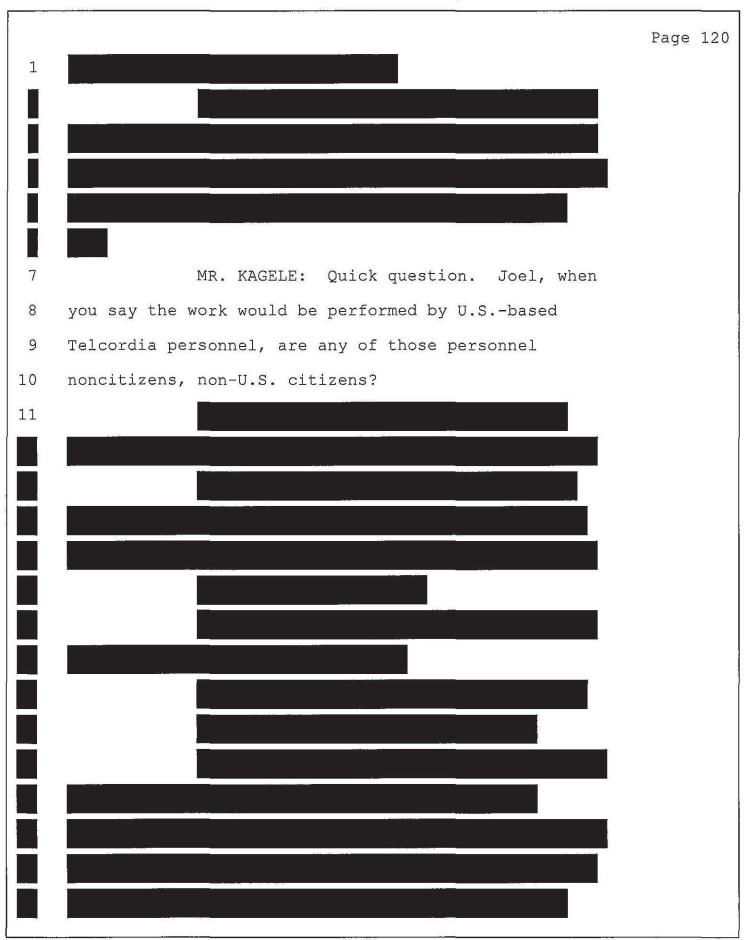


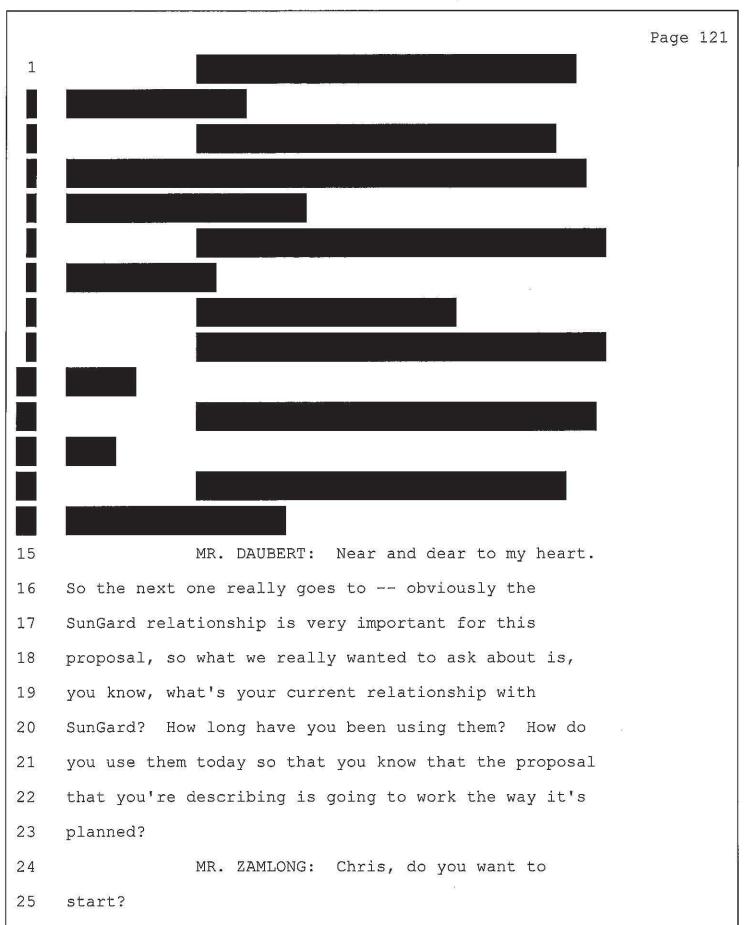
Page 116 help desk is in 1 2 MR. REEVES: 3 MS. CAMPAGNOLI: MS. CAMPAGNOLI: But our calls could be 9 10 handled? MR. ZAMLONG: Your calls will be handled 11 by Telcordia. It won't be me. 12 13 MS. CAMPAGNOLI: It won't be me calling in either, so that's okay. 14 15 MR. ZAMLONG: She'll be calling me on a direct line. But seriously, it's all the way -- what 16 Tim's describing is the -- their help desk in 17 monitoring. All the carriers calls or user calls will 18 19 come to a Telcordia help desk based in the United 20 States. 21 MR. MALYAR: Just to further amplify that. So as you call in, the tier one/tier two 22 23 services and the service desk is all Telcordia.

Page 117 1 We're not expecting 6 you-all to ever have to call a SunGard service desk. 7 MR. DAUBERT: So for your help desk, what 8 do you consider Telcordia? Are those all direct 9 Telcordia employees or do you outsource any of that? MR. JACOWLEFF: No. 10 11 MR. ZAMLONG: They will all be direct 12 employees. 13 MR. SCIULLO: So just to follow up on 14 that. 18 MR. ZAMLONG: John, why don't you explain 19 the flow. 20 MR. MALYAR:



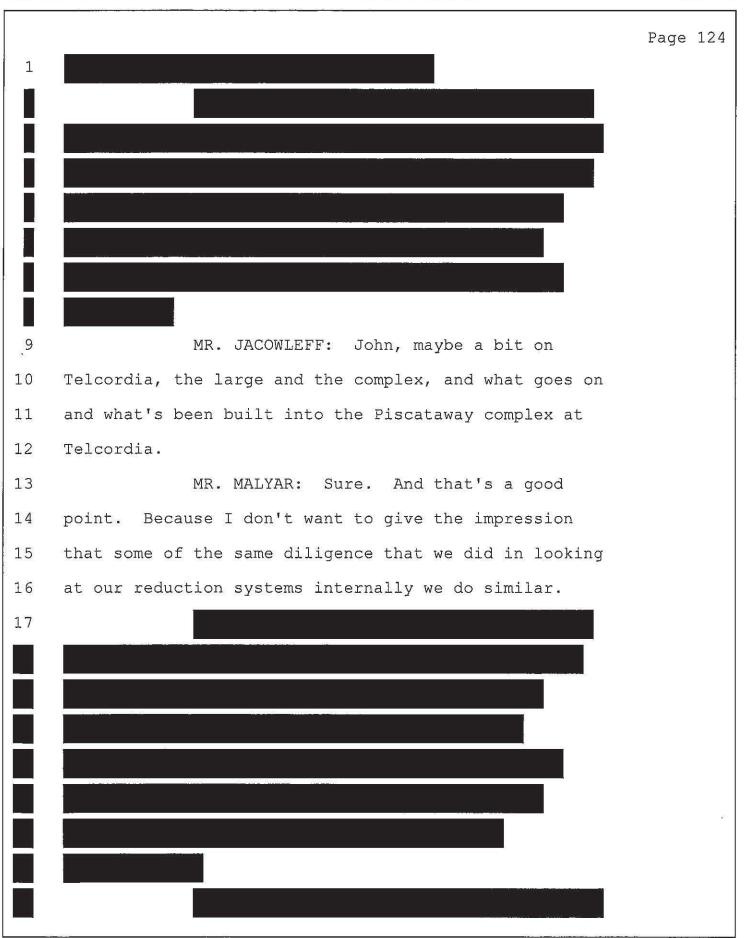


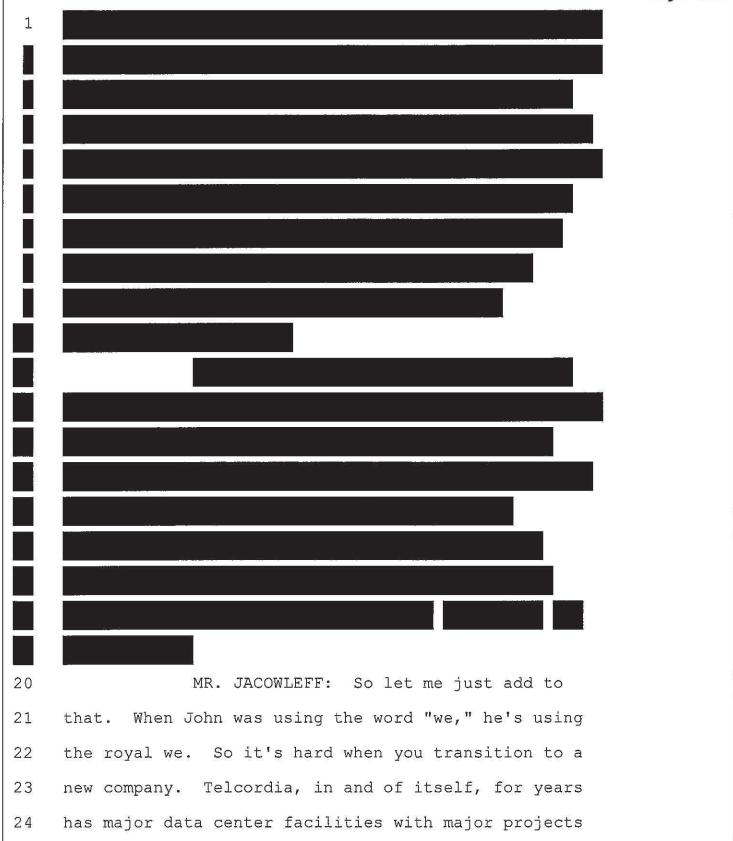




- 1 MR. DRAKE: Well, first of all, I'd like
- 2 to say we don't use SunGard for production services
- 3 today, but we actually have been working with them for
- 4 many, many, many months.
- 5 First of all, we don't have production
- services running on top of SunGard infrastructure 6
- 7 today. We have been working for many months -- John
- can clarify when that all started -- more than six 8
- 9 months with SunGard on this NPAC proposal and the
- 10 design of the solution, and we have worked with 15 --
- well, I quess it's more like 13 because we used IBM 11
- twice in two different countries, but we have worked 12
- 13 with 15 data center vendors in a similar way, 3 of
- which -- or 3 times, 2 with IBM and Neorbis, which is 14
- 15 probably the top tier in the Latin American region.
- 16 So we're used to working with the best of the best,
- and so we're doing that here. 17
- 18 MR. DAUBERT: Now, some of these we've
- 19 gone through a little bit. This is going into the
- 20 NPAC SMS housed in the SunGard environment or being
- housed within the Telcordia/iconectiv environment and 21
- 22 going into that.
- 23 MS. TUCKER: Not completely.
- 24 MS. CAMPAGNOLI: The second bullet we
- haven't talked about. 25

MR. SESSIONS: I think the first bullet, 1 2 it would be to just get confirmation. I understand everything is going to be built out there, but is 3 4 there any sort of network elements, anything that 5 would be housed within Telcordia that you would be 6 using to talk back and forth, do development out of, 7 anything like that, or would it all be a hundred 8 percent contained within SunGard? 9 MR. MALYAR: I can speak to that.





25

and OSSs that are developed and tested. We have

They've got their name on top of

- production services that run out of the Telcordia data
- 2 centers.

- the building, so it's the Ericsson complex.
- 9 We have international services, real-time
- 10 services, data services -- "we,"
- Telcordia/iconectiv -- running in those data centers 11
- 12 with clients around the world that are accessing it.
- All of our development environment and gear we use 13
- 14 internally will be in those centers. All of the
- production stuff will be at SunGard. 15
- 16 So in and of itself, we survived Sandy.
- 17

- 24 MR. DAUBERT: So the next bullet point
- 25 just really gets into making sure that we understand

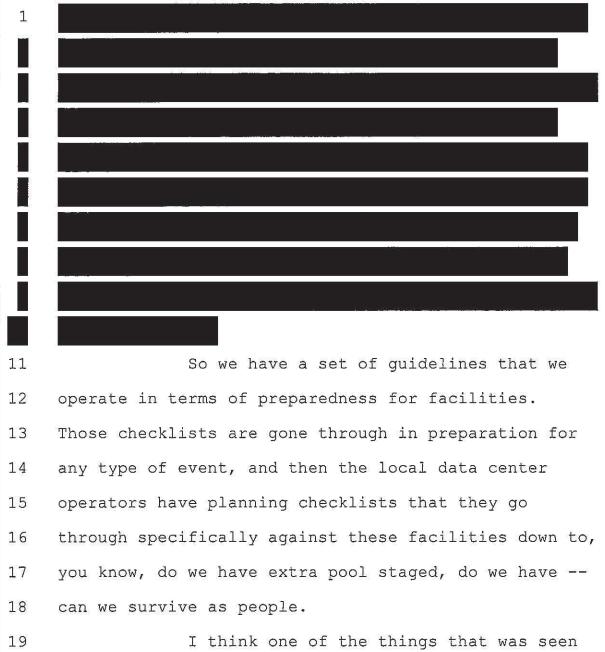
- 1 the full role that SunGard would play. For example,
- 2 SunGard is here today. What's the relationship setup
- 3 so that SunGard --
- 4 MR. ZAMLONG: Is that the second
- 5 question?
- 6 MR. DAUBERT: Yes.
- 7 MR. ZAMLONG: So right now in the context
- where you say, "including whether SunGard would 8
- 9 participate in industry and NAPM LLC meetings," you
- 10 know, we would -- Telcordia would be the company
- 11 holding the contract with the LLC, okay? So we would
- 12 be attending all the meetings and working all those
- 13 items.
- 14 If there was -- so basically in any of
- 15 the meetings with the industry, et cetera, Telcordia
- 16 would be there. If, for some reason, it was decided
- 17 that we're going to do some discussion on performance
- 18 so there was additional information, whether it be
- 19 value for SunGard as a subcontractor to be present to
- 20 review some data or to participate, that that could be
- 21 done, but the goal is is that it's -- especially in
- 22 the industry meetings, like the LNPA working group and
- 23 other things, it's not clear that it's the best use of
- 24 their role to be participating in an LNPA working
- 25 group meeting because it's dealing more with the

- 1 operational -- external operational issues associated
- 2 with doing importing in the industry, that that's a
- . 3 role that they would play.
- So their role is as a subcontractor to 4
- 5 They're -- per the contract, they're working with
- 6 us to deliver, you know, a uniform team solution, and
- 7 if there's -- if there's a need that they need to be
- 8 present or if there's meetings or other things that
- they should be involved in, they will participate, 9
- 10 but --
- 11 MR. HAMPSHIRE: We're happy to support
- 12 Telcordia in whatever way that they needed to be, but
- 13 we would take our cues from them in terms of if we
- were required to go to those meetings or if we would 14
- 15 add value to those meetings as an extension of their
- 16 team.
- 17 MR. DAUBERT: All right. And just --
- 18 we've talked a lot about the third bullet, but is
- 19 there anything that you left out about, you know, how
- 20 much control you have over the SunGard
- hardware/infrastructure for NPAC data centers? 21
- 22 MR. ZAMLONG: Well, I think the basic
- 23 statement to note is -- John and some of the SunGard
- 24 people can comment further. Basically, as I said,
- everything is under this governance policy. We're 25

1 agreeing to a system. We're agreeing that it's going to have to be in this cage. It's going to have all 2 these characteristics. Any changes to that cannot be 3 made unless we agree to it, okay, and approve it or we 4 5 initiate it, okay? So in that context, it's -- we have an agreement as to what it's going to be in the 6 7 SunGard infrastructure and the services we're going to get, and it's defined. 8 9 John, do you want to make any --10 MR. MALYAR: It's well designed, and I think as it was shared before, the teams that were --11 12 the way they're divided and broken up, it's -- you're looking at a service with Telcordia. We're providing 13 14 a service. We understand the ancillaries. We'll 15 manage down to that, and we've done everything in 16 terms of a governance policy to ensure that there's 17 not going to be any violations of understanding the 18 governance policies. 19 MR. REEVES:

1 MR. DAUBERT: And so this one, you know, we talked a lot about this, and this is really just 2 designed to, you know, get whatever information we can 3 4 about the disaster planning and, you know, what are 5 the hurricane, tornado, and earthquake ratings of the 6 buildings and infrastructure. 7 MR. HAMPSHIRE: I'll talk a little bit facility. All these 8 more about the 9 facilities are tier-3 facilities. I went through the 10 elements of what we looked at for Sandy. I can tell 11 you that given the -- I think the East Coast in 12 general is thinking differently about hurricanes 13 overall as a function in the past several years, and 14 we're even looking at what we can do beyond the levels 15 that we saw most recently. We've got some pretty ambitious plans to 16 17 invest in those facilities, the facilities, 18 to build actual perimeter walls around it so that we 19 can take the flood planning actually to well above the 500-foot flood planning as well. Those facilities are 20 so critical to us. 21 They serve such a critical market 22

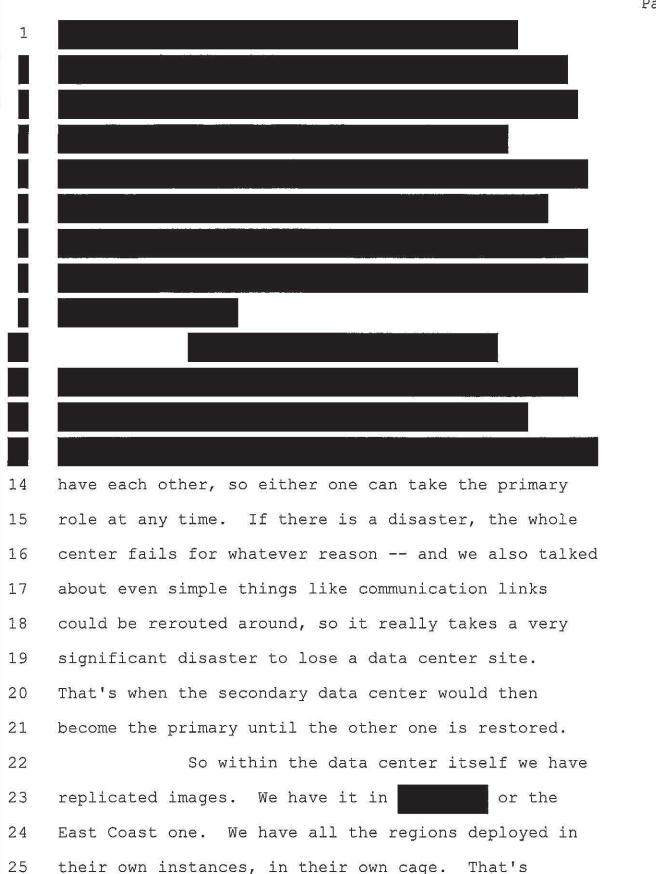
Page 131 \$4 million. We're We've actually got some partners there, some of the Fortune 100 financial institutions. CF Properties is directly adjacent to 4 us, and they're co-funding that project with us. 5 In terms of the 6 facility, Tim, do you want to give us some points on that one? 7 8



I think one of the things that was seen
most notably in Sandy was the inability to have people
actually support things. We actually had gas trucks
there on-site for our own staff. We provided some of
that for our clients as well, but we were working on
having our people get back and forth; whereas, the
rest of -- many other organizations just couldn't move

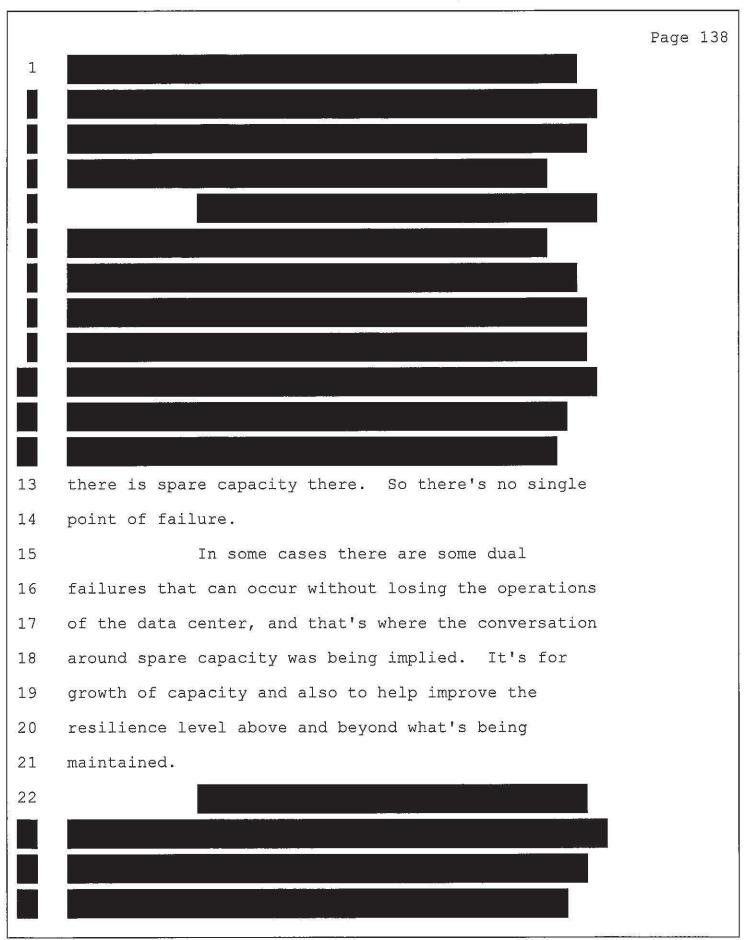
- their people around as well. So we really think about 1
- that next level of disaster preparedness in terms of 2
- our ability to operate. 3
- MR. STEEN: With that question, why don't 4
- 5 we break now and -- shall we break for about half an
- hour? Lunch will come in and then we can reconvene. 6
- 7 (Recess taken, 12:25 p.m. to 1:06 p.m.)
- MR. DAUBERT: Let's get started. 8

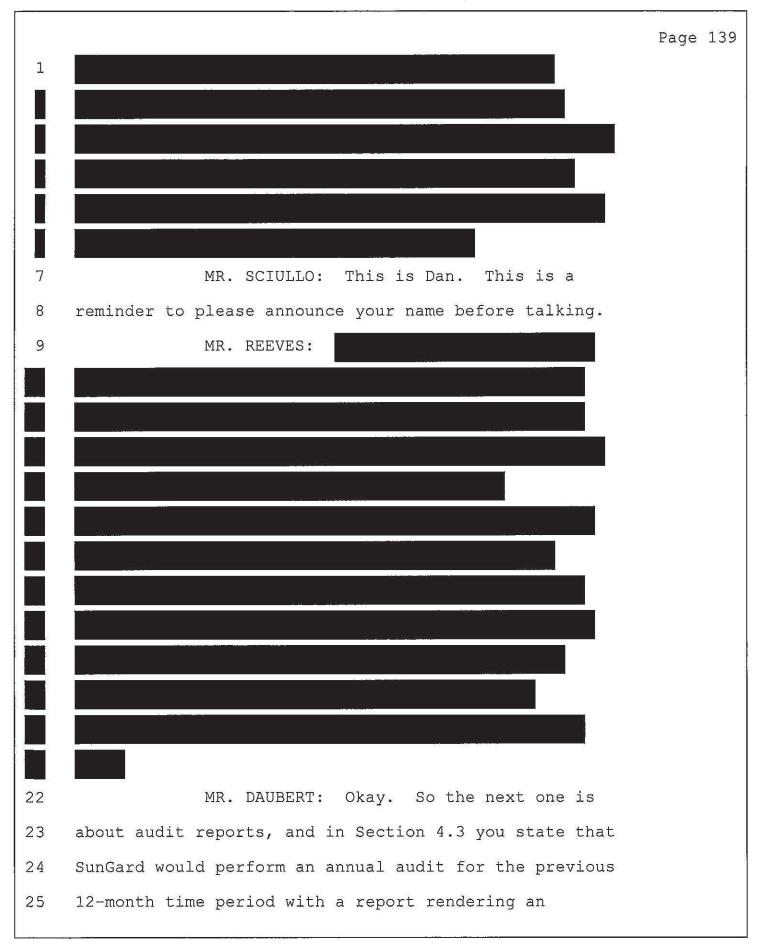






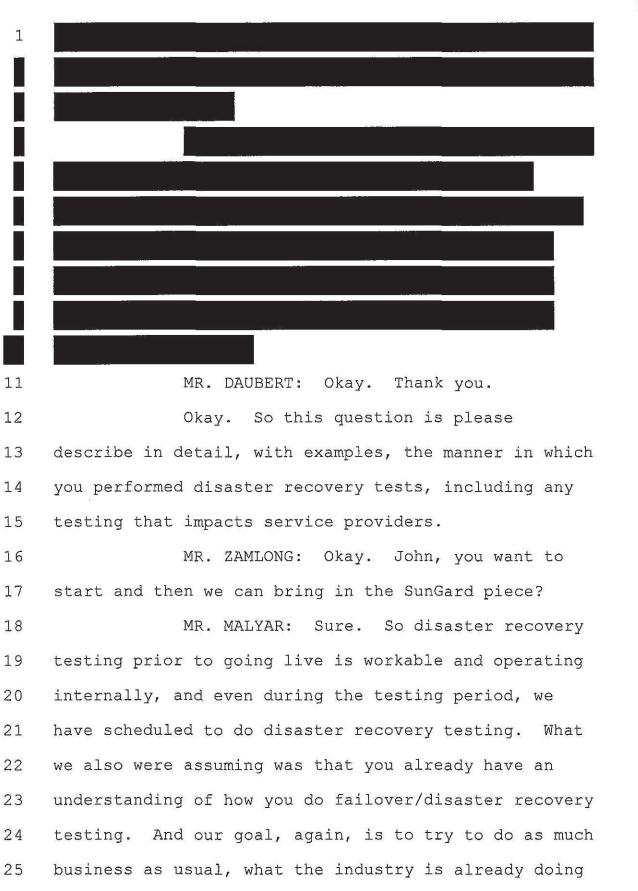






Page 140 opinion on the effectiveness of the control 1 environment, and that SunGard only provides this 2 3 report to current customers upon request. So we wanted to ask how and whether you would provide us 4 5 with a copy of that report? 6





1 today.

- 2 So with this case, we're going to be
- 3 working conjunction with the LLC and the industry to
- 4 schedule the tests that you will expect us to do on an
- 5 ongoing basis. We're not going to be -- I didn't mean
- 6 to chuckle. It's just that sometimes I get the sense
- 7 that you think you're going to be one-off and try to
- 8 do something on our own. We have a lot of
- 9 understanding and experience of what your expectations
- 10 are, and our goal is to support those expectations.
- 11 So the annual disaster plan is something you should
- 12 assume.
- The one thing we did mention, you know,
- 14 if there's more than one vendor potentially out there,
- 15 that the coordination that we'd get, we would support
- 16 whatever you needed. We could do them concurrently or
- 17 we could do them separately. We would be flexible
- 18 either way. I don't know if you want to add to that.
- 19 MR. ZAMLONG: Curtis, do you want to add
- 20 additional points?

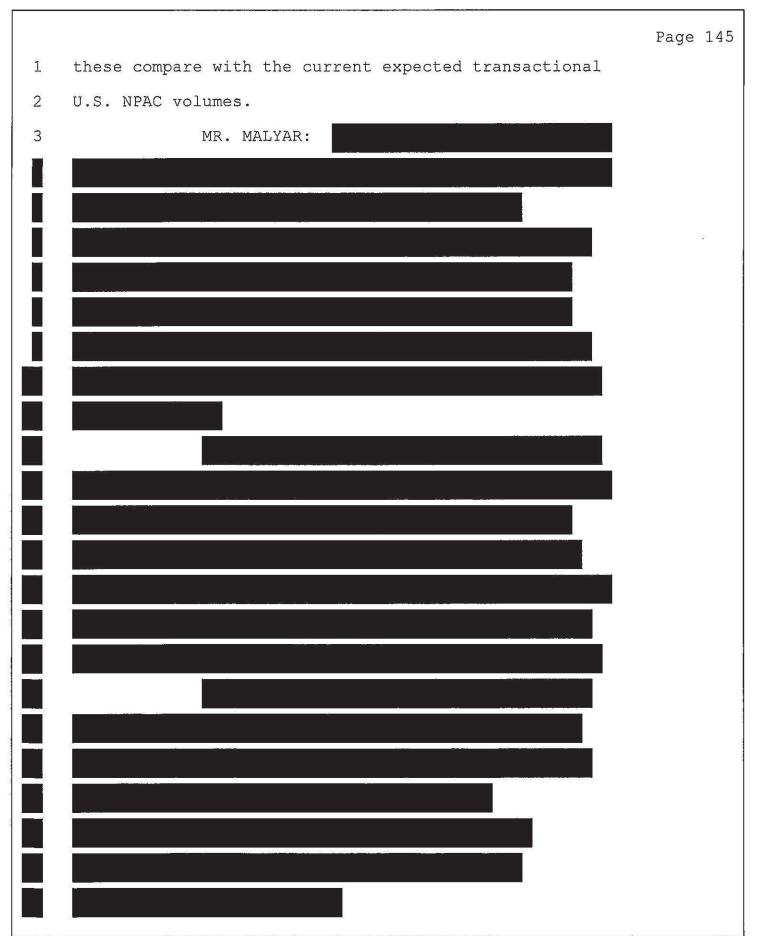


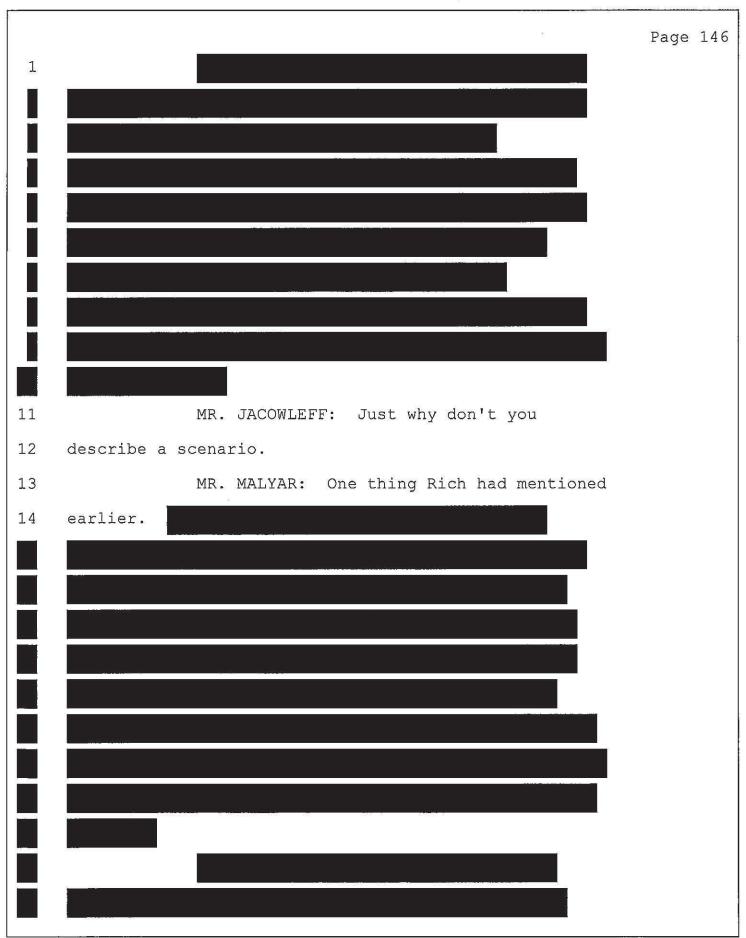
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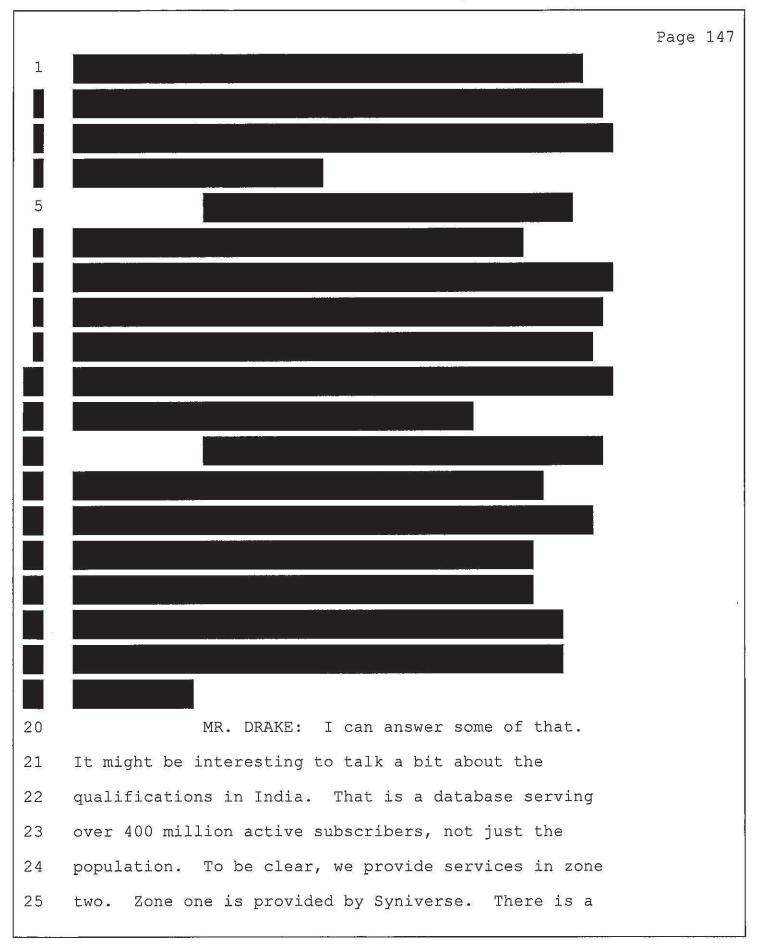
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experience. We wanted you to describe in detail the

largest databases that you currently manage and how







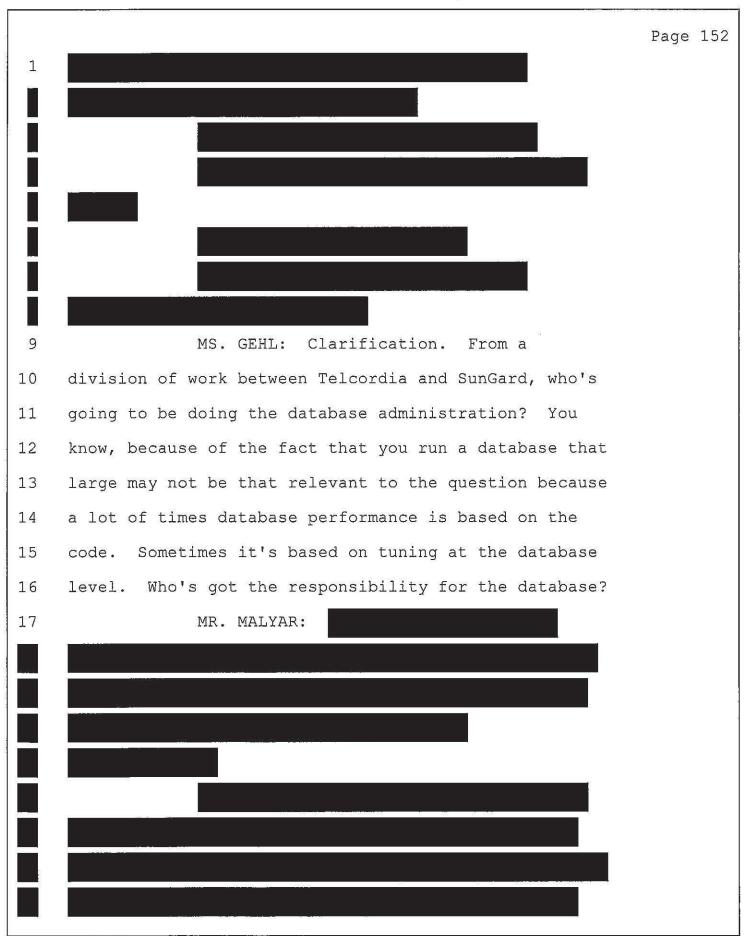
- 1 multi-vendor --
- 2 MR. JACOWLEFF: The country is split in
- 3 half.
- 4 MR. DRAKE: It is actually a multi-vendor
- 5 regional solution, and we run half the country. So we
- 6 have over 400 million active subscribers on that, and
- 7 we have processed approximately 42, 43 million
- 8 completed ports. This is basically a 10-percent port
- 9 density, but even a great deal more in terms of
- 10 attempted ports that for reasons of pre-port
- 11 validations have been rejected by the donor operator.
- 12 So the volumes are even higher than that, but that's
- 13 a -- that is a pretty good credential.
- 14 India itself actually is moving to
- 15 nationwide porting beginning of next year where both
- 16 ourselves and the other LNPA will be supporting the
- 17 country together, so moving more into a -- perhaps we
- 18 could call it a more peering type of model, but that's
- 19 the evolution of the India implementation, and it will
- 20 be in production in roughly six months.
- MR. SCIULLO: Could you describe -- you
- 22 said it's a multi-vendor regional solution?
- MR. DRAKE: Yes.
- 24 MR. SCIULLO: Could you explain what that
- 25 means in India exactly?

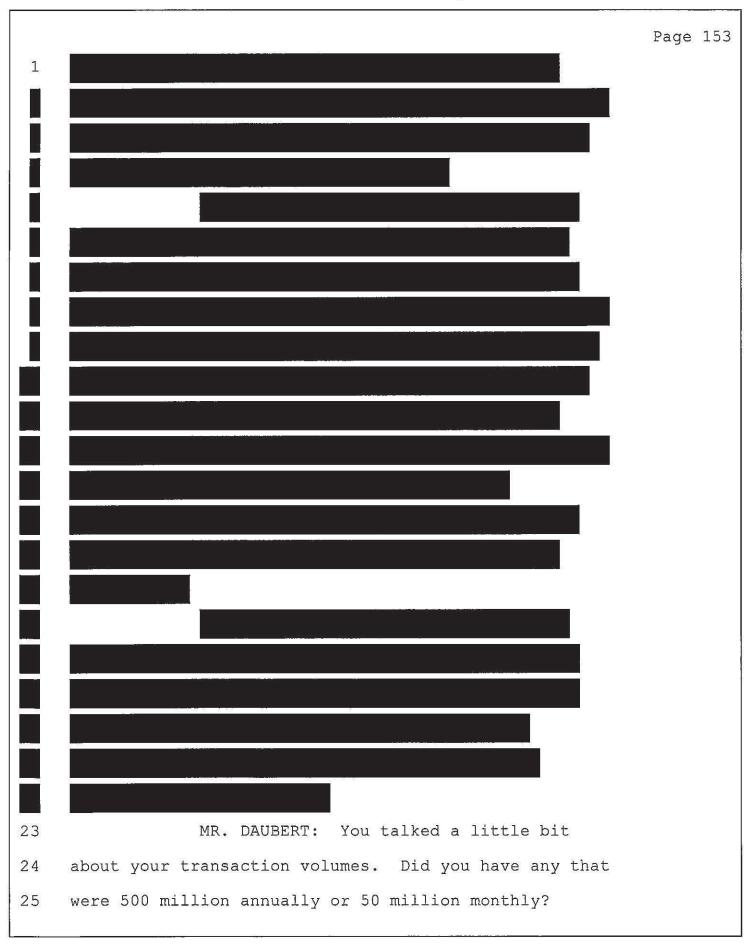
- 1 MR. DRAKE: Sure. India has a number of
- 2 circles in it, which you could think of as states or
- 3 population density zones. That is divided basically
- 4 into two zones for the entire country, and there's so
- 5 many circles in one zone and so many different circles
- 6 in another zone. We service -- how many? Eleven.
- 7 MR. JACOWLEFF: Yeah.
- MR. DRAKE: Yeah, 11. We service 11
- 9 circles in our zone, which approximates half of the
- 10 population. So that's how it works.
- 11 So you can think of a zone -- a circle is
- 12 like a region in India. We service 11 regions.
- 13 The -- Syniverse, the other LNPA, services roughly the
- 14 same number. I think it's 12.
- MR. DECKER: You mentioned 42 million
- 16 transactions. Was that a month?
- MR. DRAKE: That's completed ports since
- 18 portability launched 29 months ago.
- MR. FREED: So that's --
- 20 MR. DRAKE: Completed ports.
- 21 MR. FREED: -- like for two years?
- 22 MR. DRAKE: Yes, but there are more -- as
- 23 I say, more attempted ports that were processed, as we
- 24 do the pre-port validation, as well as the actual
- 25 finished port.

- 1 MR. FREED: And most of that is wireless;
- 2 is that correct?
- 3 MR. DRAKE: Yes, wireless.
- 4 MS. TUCKER: In the U.S. system that we
- 5 have right now, you do -- Syniverse does use part of
- 6 Telcordia's --
- 7 MR. DRAKE: Correct.
- 8 MS. TUCKER: -- software. In India, is
- 9 that the same or is it totally different?
- 10 MR. DRAKE: No. It's all our software
- 11 and they have their own software.
- MS. CAMPAGNOLI: You said something about
- 13 peering that's going to be going on in India, is that
- 14 what you said?
- 15 MR. DRAKE: I said there will be
- 16 nationwide porting across the two LNPAs so that our
- 17 particular ownership of circles is not as germane in
- 18 the porting process in the new configuration. It's a
- 19 kind of peering. As you're probably familiar with
- 20 some discussion of peering possibilities a year ago, a
- 21 year-and-a-half ago with, you know, LNPA working
- 22 group, they're not exactly the same design.
- 23 In fact, I don't think, if you guys look
- 24 at the evolution to that sort of structure, it is
- 25 clear yet what the design will be in the U.S. So it's

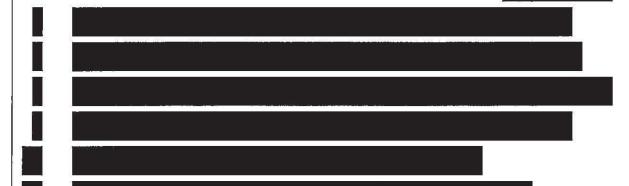
- 1 a form of peering, but I wouldn't say it's identical
- 2 because we still haven't closed on the design here.
- 3 MR. ZAMLONG: One last thing related to
- 4 the transaction volumes, you know. We talked about it
- 5 in the context of just the experience we've had in
- 6 iconectiv/Telcordia products. Curtis, do you want to
- 7 make a couple of comments about some of the systems
- 8 that SunGard supports and the transaction value that
- 9 they're doing?
- 10 MR. HAMPSHIRE: Oh, sure. Jerry and I
- 11 were just chatting about this.







- 1 MR. MALYAR: Yeah. I tried to show -- I
- 2 may not have done a very good job of clarifying it.
- 3 Again, we have an application database that we
- 4 administer in some cases and it's sold to other
- 5 carriers to use in their own applications,

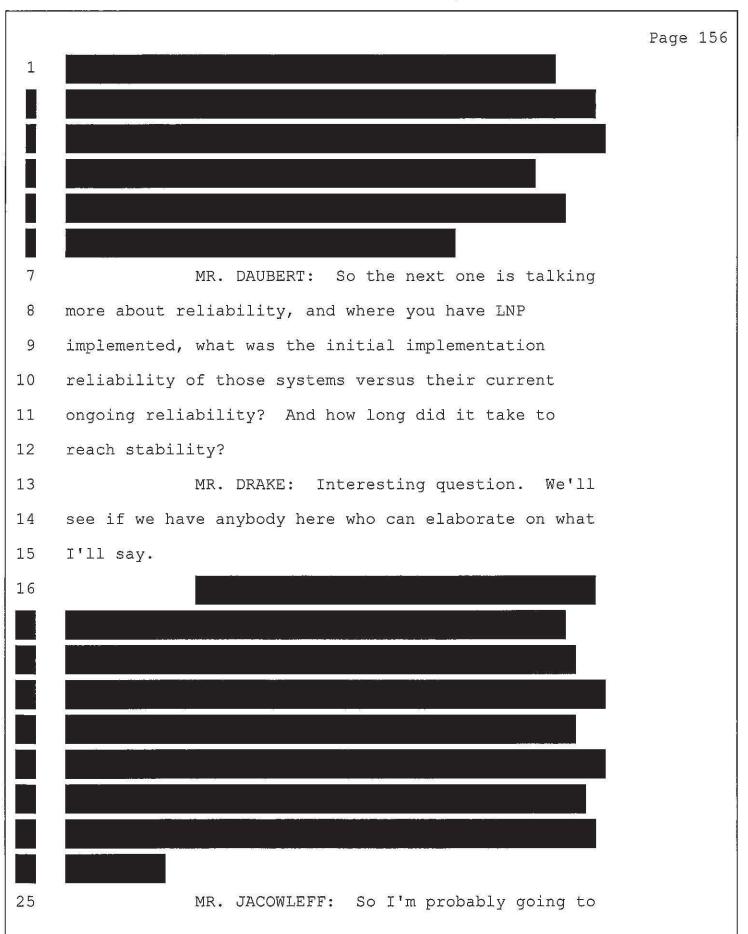


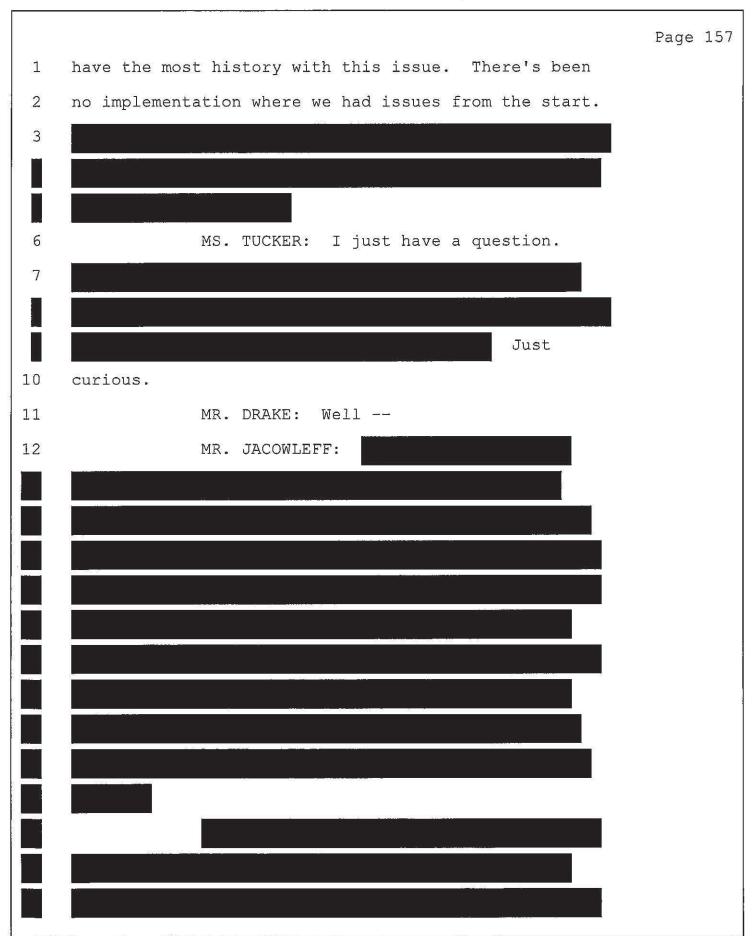
It's much greater

15 numbers than that.

- 16 MR. DAUBERT: Okay. So continuing with
- 17 experience. What is the system uptime, availability,
- of your other LNP systems? And are there comparable 18
- 19 SLRs from your other LNP platforms to the NPAC?
- 20 MR. DRAKE: So it's actually fairly
- 21 typical that we're asked to do a 4-9 solution, and in
- 22 some cases 5-9 solutions,

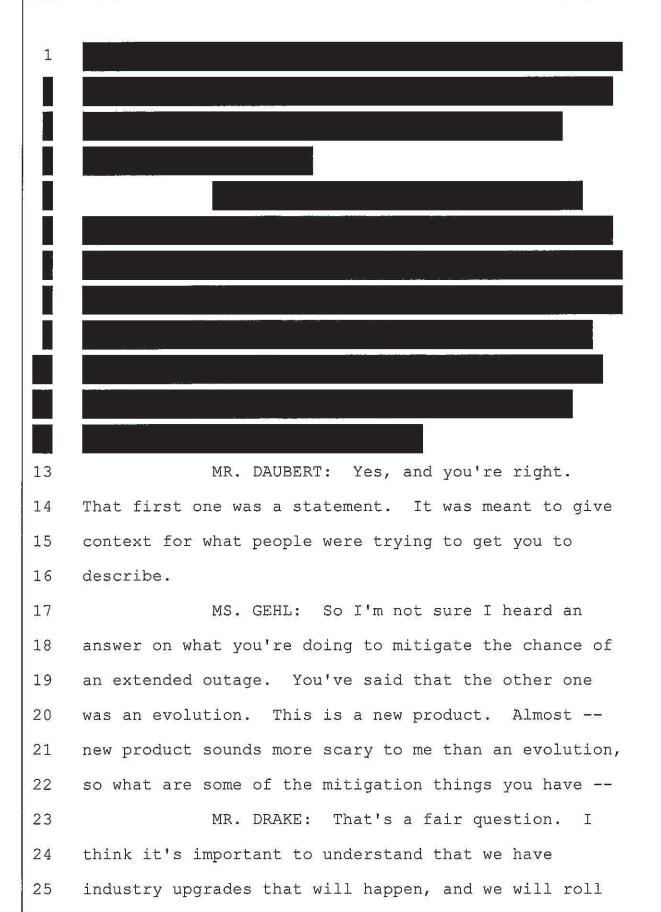
Page 155 I think that's the least we 1 2 have been requested to perform at. 3 MR. KAGELE: Just to build on that, 4 Chris, the -- from your other LNPA NPAC-like solutions, are there SLRs that are similar to the U.S. 5 6 NPAC? And if so, could you describe how those 7 similarities are, please? 8 MR. DRAKE: Fair enough. 22 MS. DOELL: Do you have billing-related 23 SLRs in your current platforms? 24 MR. DRAKE:





Page 158 1 MR. FREED: Do you use the system 7 standard metric when you say 4 or 5-9s? How do you 8 calculate it? 9 MR. DRAKE: Yeah, so we do use the 10 industry standard to calculate 9s. 5-9s allows you 11 something to two minutes downtime in, I believe, a year. You get an extra -- you get five minutes if 12 13 you're 4-9s and you get 20 minutes if you're 3-9s, and we use the standard industry methodology to compute 14 15 that. 16 MR. DAUBERT: Okay. This is talking 17 about upgrades, and in the past, some carriers have encountered long periods of system downtime as a 18 19 result of Telcordia's complicated system upgrades. Please describe the steps Telcordia would take to 20 21 mitigate the chance for extended outages that would 22 include the NPAC implementation. 23 MR. MALYAR: So there's actually a frame 24 of reference or context here.

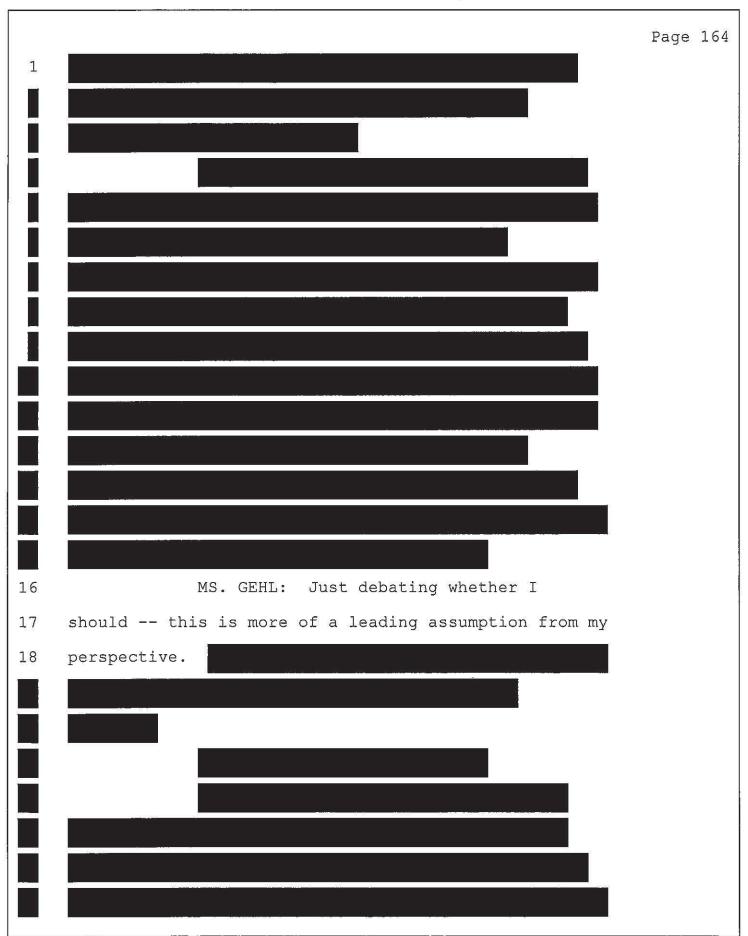


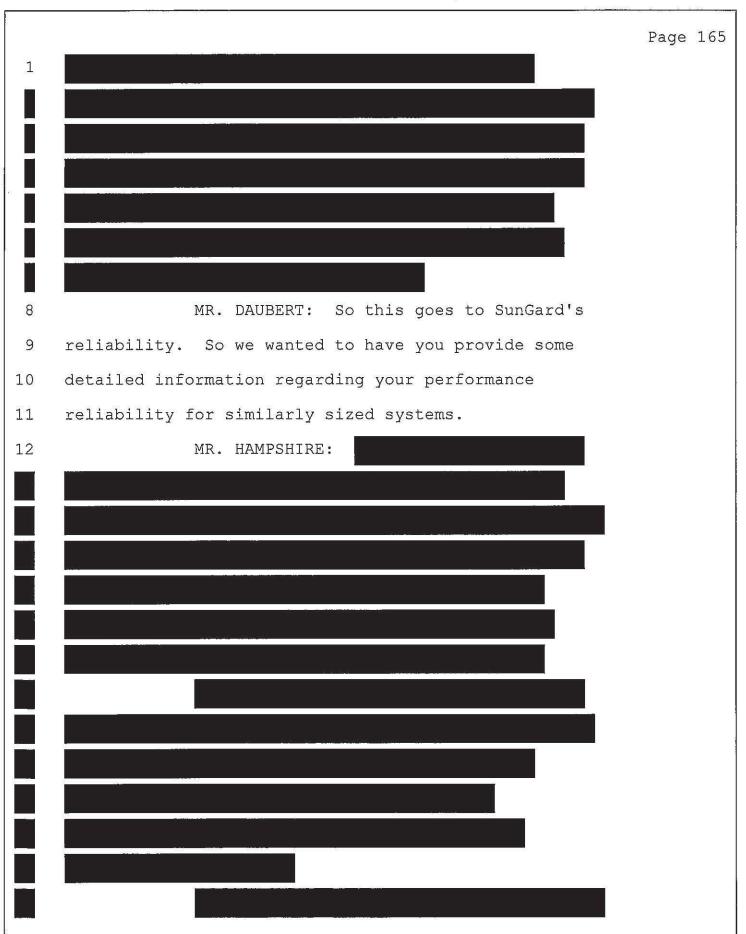


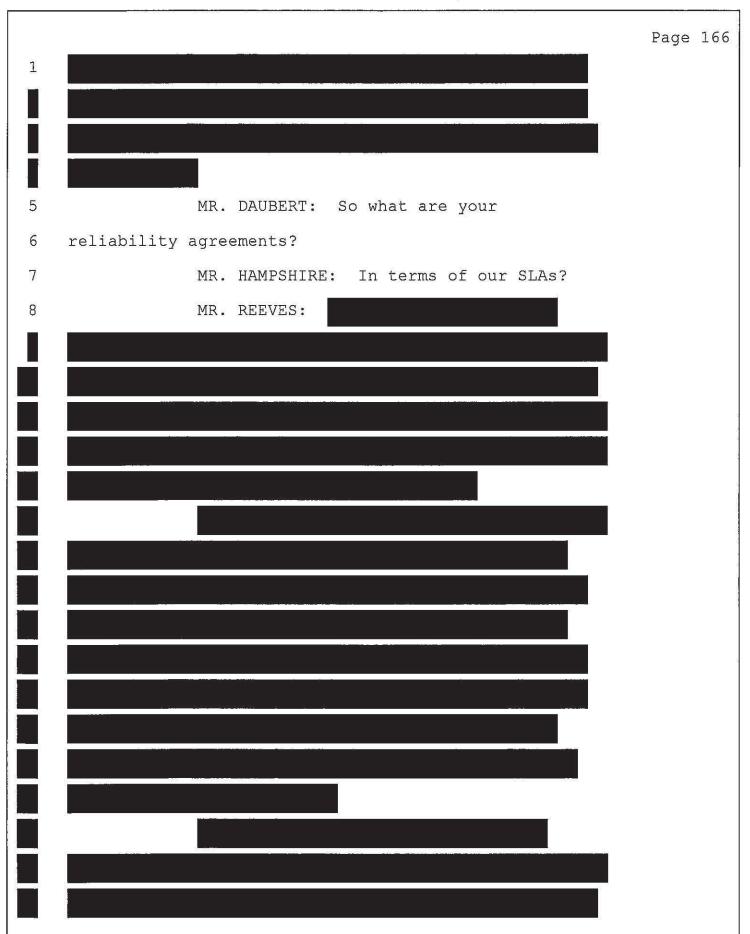


Page 162 1 So I was just trying 4 to only respond to the first part. I was trying to 5 get a better understanding of what specifically you 6 requested there. 7 And the second part, as Chris said, you know, we're engineering into the solution the ability 8 9 to do upgrades, to manage the time the upgrade is 10 done, understanding what the requirements and SLAs are 11 so that we can hopefully meet or exceed those as we go 12 forward. 13 MR. REEVES:









Page 167 1 3 MR. DAUBERT: Okay. So utilization threshold. So what utilization threshold would you 4 5 have to reach before you add or augment your platform? MR. MALYAR: So there's a couple, again, 6 7 questions here.

Page 168 1 13 MR. DAUBERT: All right. So now we're talking about deployments, and in your 12.1 TRD 14 15 detailed response, in Figure 1 you showed some number portability deployments labeled as number portability 16 17 gateway, number portability resolution system, and 18 number portability clearinghouse. Can you please describe what these are and explain the differences 19 20 between these deployments. 21 MR. DRAKE: The number portability 22 gateway is the local system equivalent to the SOLA and 23 LSMS function where we insulate the back-office OSSs 24 for provisioning and also the network equipment. We 25 call them NEMs overseas, but fundamentally our NPG

1 supports both the broadcast feed to the real-time

- 2 network element and the provisioning feed through the
- 3 And we've deployed those in approximately 19
- 4 cases.
- 5 The resolution system is actually a
- 6 high-speed query database for being presented with a
- number and being advised who the carrier of record is 7
- at that moment, so portability corrected routing. 8
- have those things operating in the United States. 9 We
- have them in Thailand and in other countries as well. 10
- The NPC is that NPAC plus. They're one 11
- 12 and the same. As far as what we're leveraging, a lot
- 13 of industry learning, a lot of domain expertise, very
- 14 limited actual software to be leveraged. Certainly no
- 15 infrastructure; basically domain expertise and
- 16 knowledge and know-how and our experience in the
- 17 dynamics of the program office and the, you know,
- industry test and go-live activity set. 18
- 19 MS. TUCKER: And the last bullet?
- 20 MR. DAUBERT:



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Page 171 1 We have a lot of experience in building 5 highly developed systems in the cases where we have to 6 still provide that expertise for bringing that along 7 or we can leverage best in class off-the-shelf 8 components to help do that. So the short answer is yes, we are 13 leveraging stuff that we have, as well as other things 14 that are out there. 15 MR. DRAKE: 18 MR. STEEN: Why don't we take a 19 ten-minute break. Actually, why don't we take until 20 ten after the hour -- excuse me, five after the hour. 21 (Recess taken, 1:52 p.m. to 2:05 p.m.) MR. DAUBERT: All right. So we're back 22 All right. So the next question is about 23 24 transaction spikes and we wanted you to describe for 25 us whether the proposed solution could handle more

1 than seven transactions per second in every region, in

2 other words, scaled to handle the spikes?

3 MR. MALYAR: I'd be happy to answer that

4 question. We actually had an appendix in the back of

our 15.1 section which showed some of the previous 5

6 work that we had done in terms of the length -- in

7 terms of how to demonstrate that, an instance or

region, and what volumes it has. This is a little 8

9 longer of a story, so let me build it out.

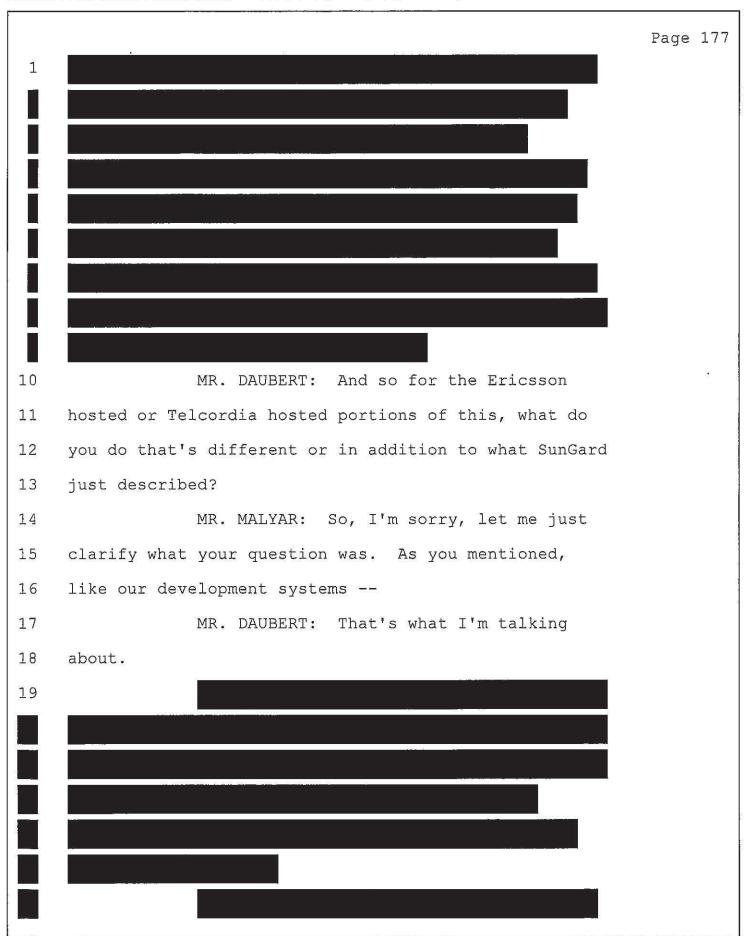














Page 179 MR. DAUBERT: SSAE 16 as well? 1 2 MR. MALYAR: I'm sorry? MR. DAUBERT: I believe I heard or read 3 that you were SSAE 16 compliant, as well? 4 5 MR. MALYAR: I'm sorry, SunGard or Ericsson? 6 MR. DAUBERT: You, Ericsson. 7 MR. MALYAR: So the Ericsson IT 8 9 department -- actually I don't know that answer off 10 the top of my head. I assume, if it's a standard 11 practice, they also -- I can't speak for the Ericsson 12 IT specifically. I'll have to take that one back. I 13 think we're responding to what credits --14 accreditations we would have in the data center for 15 the production system. I think that's how we answered 16 that question. 17



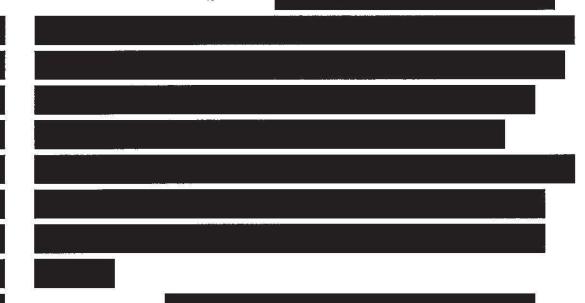
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6	MR. DRAKE: Can I just return for a	
7	moment to the 500 million transaction question?	
8	MR. DAUBERT: Sure.	
9	MR. DRAKE: I was thinking over the break	
10	that we want to make sure we have apples and apples	
11	here, because, you know, how you count things can be	
12	subject to some interpretation.	
13	So just to clarify my India example.	
14	The every port in India includes pre-port	
15	validations, so when I say we've done 40-some million	
16	in two years, you really should probably double that	
17	in terms of equivalent NPAC transactions because they	
18	don't have to do the pre-port validation. They don't	
19	count that. So in terms of transaction capacity and	
20	performance, you know, we're doing double for the same	
21	ports.	
22	I did mention that we have pre-port	
23	validations that don't pass, and so we should probably	
24	add perhaps 30 or 40 percent to the number there	
25	again. And then I wasn't counting the LSMS broadcast	
	WERE WATER	

LNPA Procurement Presentation

- 1 to every operator, and I sort of had the impression
- 2 that might be in the 500 million number. So, again,
- 3 there would be a multiplier effect there as well.
- 4 So, you know, if this is an important
- 5 question, we can take away and do apples to apples in
- 6 a more clear way and then send it to you, but I do
- 7 think there was a difference in how that was counted
- and how I answered the first time. 8
- MR. DECKER: We count the transaction as 9
- 10 activates, modifies, deletes, and that's what we're
- 11 referring to when we refer to transactions.
- 12 MR. DRAKE: Okay.
- MR. MALYAR: So, Tim, as you just pointed 13
- out, the number -- when we counted the numbers or 14
- shared those numbers, those are on just the ports, not 15
- all of the downloads. So you would have to multiply 16
- the download factor for each of those ports as being 17
- part of that. So, again, it's just showing that it's 18
- just a subset of how you're measuring the 19
- transactions. In reality there's a lot more 20
- 21 transactions that actually took place in that system.
- MR. ZAMLONG: So, again, I think the 22
- point is that, you know -- when we were thinking about 23
- 24 it, you know, when we think about international, we
- 25 just deal with completed and competitive ports.

- 1 That's what they typically deal with, okay? So that's
- 2 the number we put out there.
- 3 Whether or not it equals 500 million when
- 4 you multiply it, I'm not saying that, but I am saying
- 5 it's bigger than the number we said. If that's
- 6 something you want us to update and give you a better
- 7 calculation on, you know, we would be willing to do
- 8 it.
- 9 MR. DAUBERT: I think we're okay for the
- 10 moment.
- 11 MR. ZAMLONG: Okay. I didn't want to do
- 12 it.
- MR. DAUBERT: If we do do a request for a
- 14 best-and-final offer, and it's relevant in the
- 15 request, then you could supply that.
- MR. ZAMLONG: Chris just wanted to
- 17 clarify because we were talking outside and then he
- 18 realized that maybe --
- MR. DRAKE: I had a light go on.
- MR. DAUBERT: It's very helpful.
- MR. JACOWLEFF: We're on East Coast time.
- 22 MR. DAUBERT: So the next slide is
- 23 service impacting failures, and, you know, the first
- 24 one is just a statement. You know, we expect the
- 25 vendors to self-report service impacting failures.

- 1 How do you plan to self-report? Does your proposed
- 2 solution provide for monitoring for degradation or
- failure for the SLRs? Just tell us how you're going 3
- to handle it. 4
- 5 MR. ZAMLONG: Ky, do you want to start?
- 6 MR. QUAN:



- 20 MR. DAUBERT: And so how much of that 21 will be available to us? So in other words, you're doing your -- you're using these tools and there's a 22 23 certain set of notices that you'll get, some of them 24 might be true service impacting; others you might find
- 25 out aren't. Are you going to cull that information

- 1 and clean it before it's available to us, or do we get
- 2 the raw data and then your analysis as to what gets
- 3 counted for an SLR or not?
- 4 MR. QUAN: Well, there are monthly
- 5 reports that we have to roll up to you, and that
- 6 report will be cleaned, but we're more than willing to
- 7 drill down and provide a level of detail that's needed
- 8 per incident.
- 9 MR. DRAKE: Yeah, if there's an
- 10 incident -- and Ky was referring to P1, 2, 3 priority
- 11 severity levels. There's a root-cause requirement,
- 12 and you'll get those reports.
- I think the other question you asked,
- 14 though, relates to just ongoing month-to-month
- 15 performance, and we will provide the required SLR
- 16 reports in a digestible form. It will be very clear
- 17 to you whether we've met or not met them.
- 18 MR. MALYAR: I think there were two parts
- 19 to the question, at least as I was understanding it.
- 20 There's a lot of monitoring that goes.
- There's events and alerts going on all the
- 23 time in the network and in the infrastructure. The
- 24 reality is none of them may actually warm up to any
- 25 kind of impact to service or not, but in terms of

- 1 self-reporting, if, by chance, through our monitoring
- 2 we realize that there was an outage and you weren't
- 3 aware of it, we're still going to record and report
- 4 that.
- The idea that some of that raw data --5
- I'm not quite sure what you'd do with it or if you'd 6
- 7 be able to filter through it, I'm not saying -- I
- 8 mean, there's tons and tons of data in the data
- 9 The real purpose with the ITIL v3 center.
- 10 implementation is to be able to take the information
- and correlate it to events that become real troubles, 11
- and build a knowledge-based understanding. We see 12
- different characteristics in the infrastructure, to be 13
- able to take advantage of that, that is all part of 14
- 15 our solution that we're offering up.
- So in terms of -- if we find out that we 16
- violated something because of our analysis, we'll 17
- report it. In terms of getting to the raw data, I'm 18
- not quite sure you want to -- you really want that. 19
- 20 MR. DAUBERT: So I wasn't asking really
- 21 to go from the one to the other. The issue is since
- you're in charge of the self-reporting, if there's a 22
- 23 possibility that in the data cleanup process, you
- 24 could take out actual self-reporting events, and
- 25 that's really where I'm getting to.

So if we start getting into a situation

- 2 where we think there's been service impacting events,
- 3 but the reporting isn't showing it, how can we work
- 4 together to make sure that the alerts and the notices
- 5 line up with what we think we're experiencing?
- 6 MR. JACOWLEFF: So what I'm hearing is
- 7 more transparency.

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- 8 MR. DAUBERT: That's it.
- 9 MR. KAGELE: So if I may, just to get a
- 10 little bit more granular on the issue, John, if
- 11 there's a degradation in one of the seven NPAC
- 12 regions, I, as Comcast, do not want to have to call
- 13 your help desk and tell you the NPAC is screwed up.
- 14 You should be monitoring that. You should self-report
- 15 That's the point. those events.
- 16 MR. MALYAR: Yeah, that's the issue.
- 17 We've accounted for that in our service, yes.
- 18 MR. KAGELE: Sorry. I wasn't quite as
- 19 delicate as Todd was.
- 20 MR. SCIULLO: So you have reviewed the
- 21 RFP and it makes reference to a gateway evaluation
- 22 That's a process where certain specific SLRs
- 23 are pulled out and a third-party auditor comes in and
- 24 looks at the raw data. Is SunGard's reporting system
- 25 able to be audited like that by a third party on



Page 189 1 10 So, yes, they're auditable. And as for 11 the service, if we do see something that is 12 infrastructure related, such as something that is a 13 data center outage of power, we will call out as a severity level. We will let Telcordia know and we 14 15 will report on those. Then we will follow up with a 16 root-cause analysis that will be a report that will be 17 at your -- you know, your ability to pull down from 18 Telcordia and look back at a troubled alert and see 19 what was -- not only the root cause, but actions to remediate it and how to go forward in the future. 20 21 MR. REEVES:



- 1 on now. The next question is about transitional
- 2 experience, and I appreciate that we've talked -- you
- 3 know, it seems as if we bounced around just a little
- bit, but for this, if you could please help describe 4
- 5 the transitions that you've performed and how they're
- similar or different to the proposed transition. 6
- We're sort of looking at the following issues: 7
- size and length of time of transition, from pilot to 8
- 9 completion; the complexities of the databases and
- 10 functionality; service impacting events that occurred,
- 11 if any; failure risks that were similar versus the
- 12 ones that we think are associated with this proposal
- 13 and the like. And, again, we've touched on some of
- 14 these, but if you could address those.
- 15 MR. ZAMLONG: So what I'm going to do is
- 16 I'll ask Chris to start the discussion, and we'll get
- 17 some other people to jump in.
- 18 MR. DRAKE: And please watch that all
- 19 those points are getting covered. As I did mention a
- 20 little bit of the data points around program
- 21 management and transition, we have several
- 22 implementations that were as quick and snappy

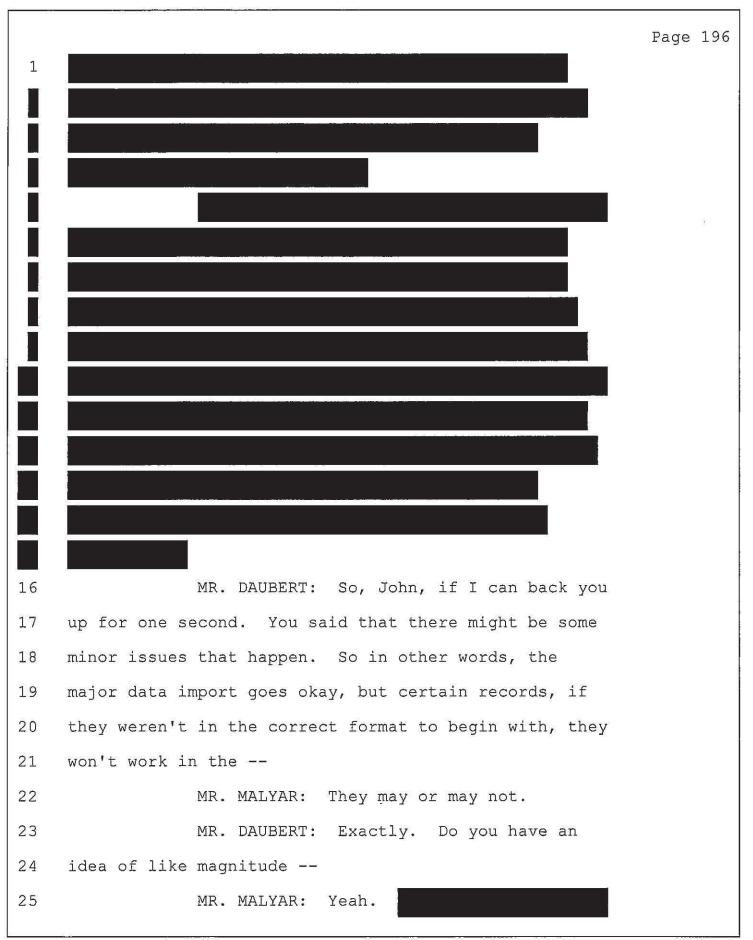


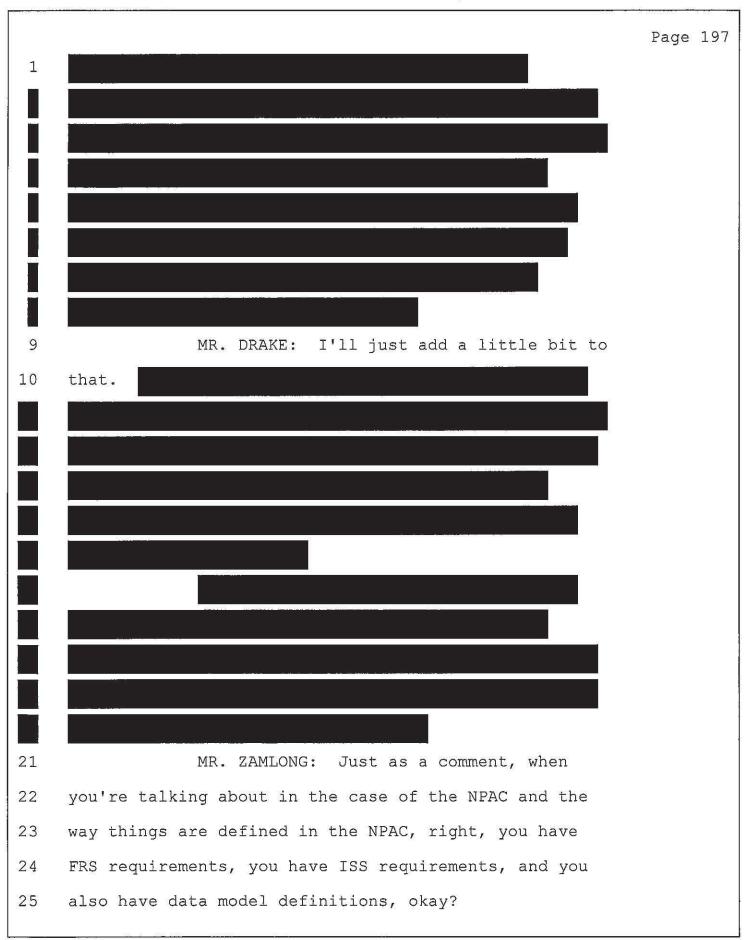
25 system available for industry tests, polish it up LNPA Procurement Presentation TELCORDIA TECHNOLOGIES, INC

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Page 192 through the testing, and any issues found and then go 1 2 live that quickly. MR. JACOWLEFF: I'm sorry, Chris, to 3 interrupt you. A little context. Most often, if not 4 every time, it's a law of the country that they state 5 a specific date that the operators will all be in 6 7 production with us. So typically we're working to a well-defined timeline. 8 9 MS. TUCKER: Were these new 10 implementations or actual transitions? MR. DRAKE: 11

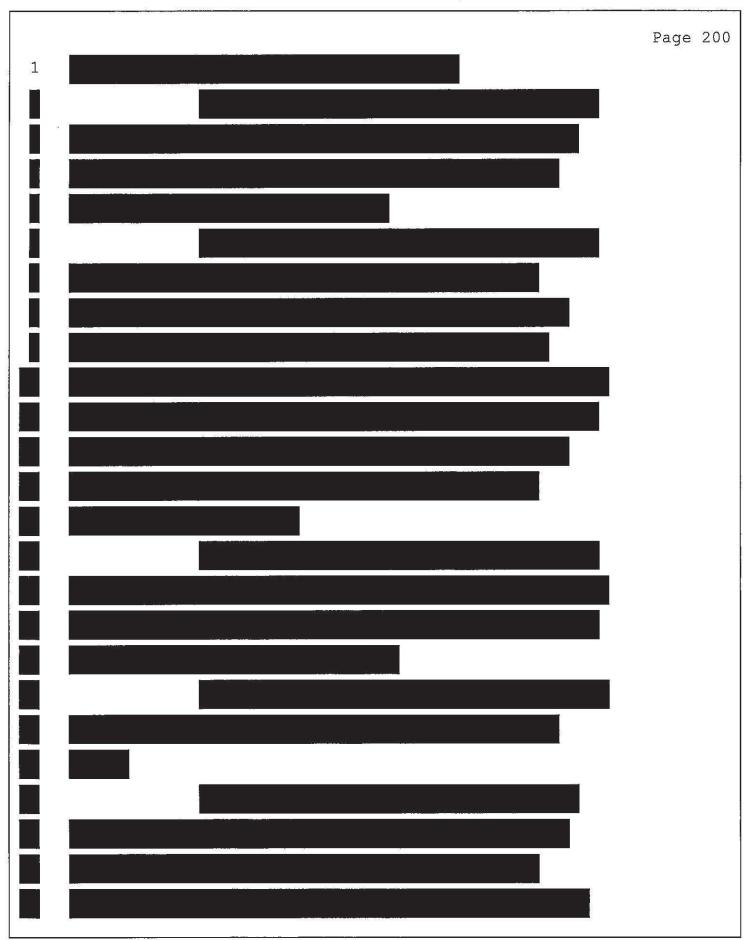
Page 195 1 2 MS. TUCKER: We want to know about your experience with doing transitions. 3 MR. DAUBERT: And not just LNP specific. 4 So if you can, sort of, look at some of these issues 5 6 and use your examples of the other transitions, the 7 non-LNP, that's great. 8 MR. MALYAR: Yeah. I can go through them 9 myself.

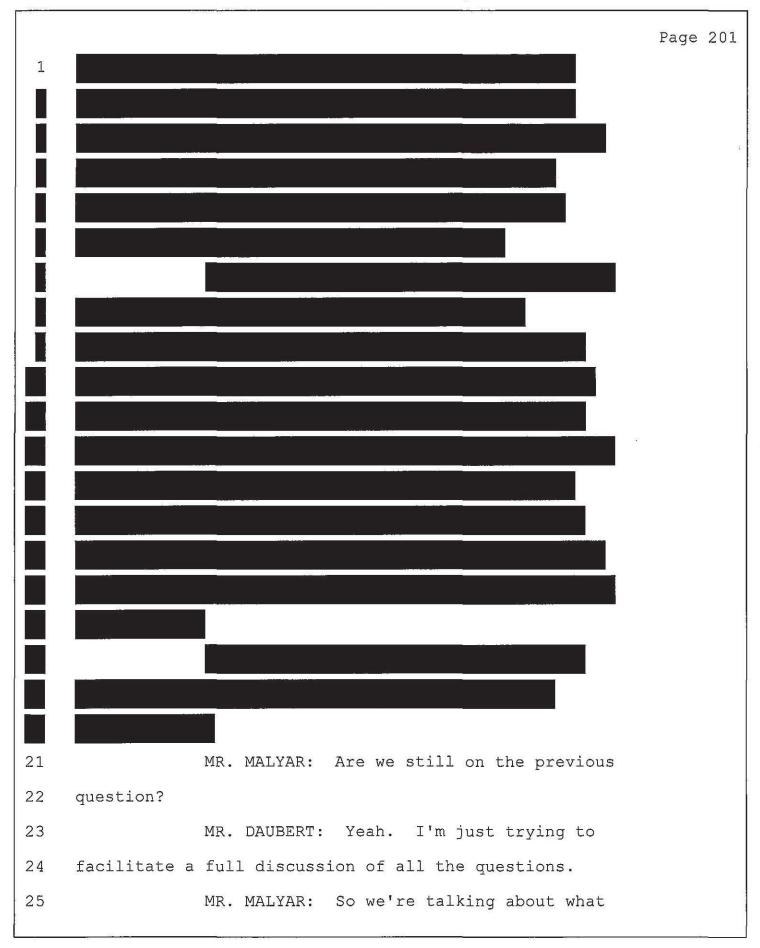




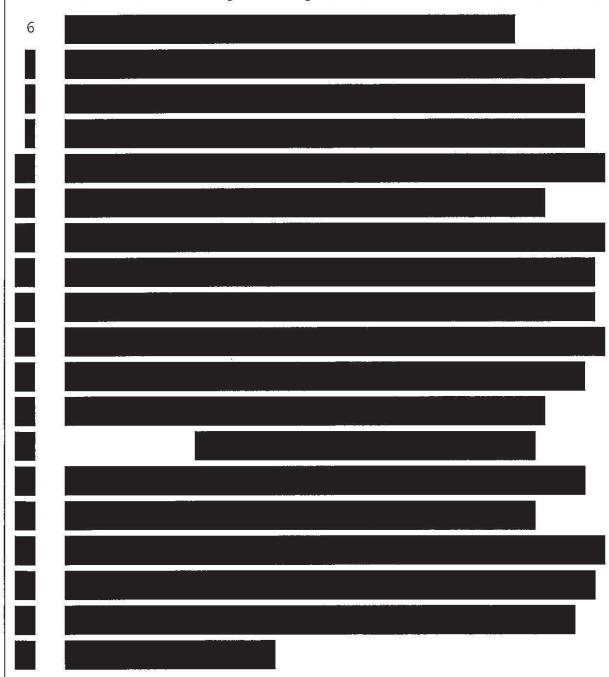
- A lot of times when you're dealing with
- 2 some of the systems like John was talking about, like
- 3 a prepaid system with using like a CBAS-type
- 4 implementation, you could be taking an implementation
- 5 that had a totally different data model and the
- 6 transformation, the cleansing of data is big time.
- 7 That's where you spend a lot of time and you're going
- 8 to have a lot of issues, okay?
- 9 Now, in the case of the NPAC, the issue
- 10 is yes, you still have to deal with the data
- 11 migration, but the question is -- well, you're not
- 12 dealing with a data model that's not defined, okay?
- 13 Now, that doesn't mean you won't have issues. I'm not
- 14 saying you won't, but it's better defined, and that's
- 15 typically what you have is like the data that's in
- 16 someone's system, when you then try to move it out is
- 17 so contaminated that you have a lot of added work you
- 18 need to do.
- 19 I'm not the expert on this, but I'm
- 20 saying that I know from other experiences because I
- 21 used to be involved in data warehouses where you get
- 22 into this, you know, moving data in data warehouses
- 23 and try to collect it, the real issue you get is
- 24 cleansing of data and the lack of a data model and
- 25 moving from data model one to data model two.

1 MR. DAUBERT: Is there a plan in your 2 migration scheme to sort of test that out, to take a 3 quick look at the data so that you can see how dirty it is, that way you don't pull it out and say, Oh, my 4 God, half this database has to be cleaned up? 5 6 MS. GEHL: So one of the questions there is the length of time. You talked about size, but you 7 really didn't talk about the length of time, and you 8 9 used the CBAS as an example. If you looked at the 10 timeline where you started your data mapping and your cleansing to the point where you were production live, 11 12 what type of timeline are we talking about? 13 MR. MALYAR:





- 1 was the subscriber record migration? I've tried to
- share about that. We're talking about specifically 2
- 3 the work we're doing in the transition of the
- migration of the data from the incumbent to new entity 4
- 5 In our migration plan we do have that laid out, here.



Page 203 1 the brackets there. I think you meant that part of 2 the question. 3 MR. MALYAR: I'm sorry. MS. GEHL: The first bullet. 4 MR. MALYAR: How are you referring to the 5 word "pilot" here? I'm sorry. Can you tell me the 6 7 context of pilot? MS. GEHL: First off, "application" might 8 9 be a better term for you. 10 MR. MALYAR: Okay. 23 MS. GEHL: So, Todd, we kind of went from 24 their past experience to what the plan is in this 25 conversation.

- 1 MR. DAUBERT: Yeah. So the next one was
- 2 moving from past experiences to sort of this
- 3 particular transition, and we wanted you to describe
- 4 in detail how porting activity would be impacted by or
- 5 handled immediately prior to a potential transition,
- 6 whether there would be any planned porting freezes at
- 7 any time and any risk of any unplanned porting
- freezes. You know, what could happen? What's the 8
- 9 worst case scenario? How would we manage that to
- 10 minimize those risks?
- 11 MR. ZAMLONG: John, you want to kick that
- 12 off?
- 13 MR. MALYAR: Yeah, I'll try. There are a
- lot of questions there. Let me digest it for a second 14
- 15 You went to worst case scenarios, which is
- 16 hard to start with.
- 17 MR. DAUBERT: We're getting straight to
- 18 the point.
- 19 MR. MALYAR: So actually we had given
- 20 more than one scenario on how we could do the
- 21 transition,

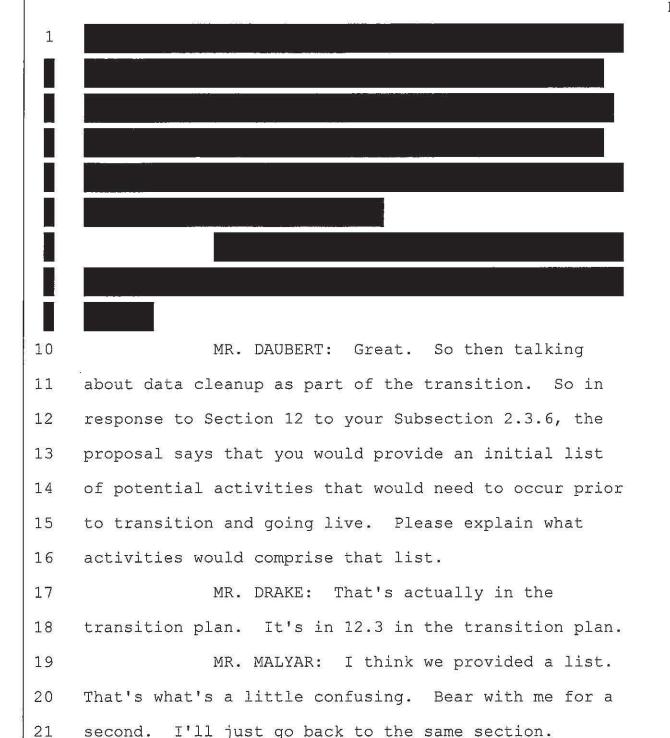




1 MR. ZAMLONG: Can I just ask a question? 8 9 Because, you know, I basically understand the questions, but I'm not sure I understand the context 10 11 of, you know, what period of time are you talking 12 about. Because there's a transition period that goes over many months. During those many months, there's 13 14 different points at which you're going to be testing, 15 and when you're doing testing, you're validating that 16 we were able to get our data model loaded properly and 17 it was working, okay? And --MS. GEHL: This is the actual cutover. 18 19 MR. ZAMLONG: Okay. So then I think what 20 you're talking about -- I was just trying to clarify 21 that. I'm sorry. I was just trying to clarify it. 22 What you're saying is at the very end of the process, once you've gone through all the testing, you're now 23 going to do a cutover, how does the cutover work, and 24 25 then how do we make sure that we manage -- and you

- want to know what other restrictions there might be, 1
- 2 like if there's any freezes that would be required to
- do this? 3
- 4 MS. GEHL: Yes.
- 5 MR. ZAMLONG: Okay. All right. I just
- 6 wanted to be sure that -- I want to make sure we
- 7 understand the questions.
- 8 MR. DRAKE: I think John did answer the
- 9 question. Just to sort of summarize it real quick,





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MR. MALYAR: Right, and that's what I was

MR. DAUBERT: It may be just that the

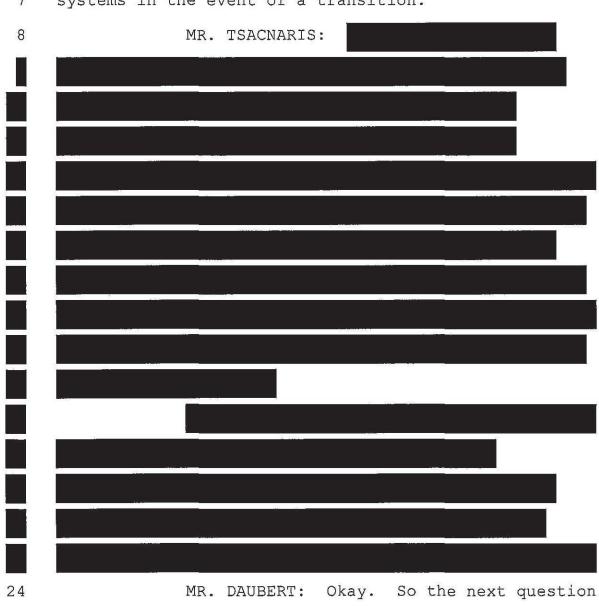
reference in the 2.3.6 doesn't tie back to the list.

Maybe you provided the list, but --

- 1 assuming. So with that said, I can go through the
- 2 actual detailed document here as well, but what we
- 3 were talking about here is from a transition
- 4 standpoint -- again, we used the word "transition."
- 5 We understood it was the transition of the service, so
- 6 it's actually not just the final data migration, but
- 7 it's a series of events and we have outlined those.
- 8 For example, at a very high level of just
- 9 getting the user agreement signed to onboard the
- 10 customer and their information being exchanged, having
- 11 the links being brought over to build a data center as
- 12 documented there, the participation in the testing of
- 13 the functionality is what we've documented and
- 14 recommending --
- 15 MR. DAUBERT: You can just tell us the
- 16 section where it's documented.
- 17 MR. MALYAR: Oh, I'm sorry. We had a
- 18 whole document that we transitioned in Section 12.
- MR. SCIULLO: We have that.
- 20 MR. DAUBERT: All right. So as long as
- 21 that's referring back to that.
- MR. MALYAR: Yes.
- MR. DRAKE: I believe the list --
- MR. MALYAR: All of the detailed steps
- 25 are listed in there.

- 1 MR. ZAMLONG: Okay. Were you concerned
- 2 that -- did someone review it and felt that it wasn't
- 3 clear, is that --
- MS. PATTON: Well, I think it's because 4
- 5 you said you would provide it, and now you're saying
- you did provide it, but it's in a different section 6
- 7 and we didn't put the two together.
- MR. ZAMLONG: Okay. Got it. 8
- 9 MS. GEHL: We thought there was more.
- 10 MR. DAUBERT: We wanted to make sure
- 11 there was nothing left off.
- 12 MR. MALYAR: So there's two parts to
- 13 that. So we provided what we believe is the approach.
- 14 Our understanding is that we promptly work together in
- 15 the industry to refine that approach, so we're not at
- 16 all implying that this is the final schedule, final
- 17 everything. I think what the wording here was trying
- to imply, and I apologize it wasn't clear, that we 18
- would be accountable working with the industry to 19
- 20 finalize that list and make sure that it's complete,
- 21 comprehensive.
- 22 We tried to put a stake in the ground to
- 23 show you we understood the process and what's going
- 24 We don't expect this to be the final process. We
- 25 expect this to be -- you know, we'll work together

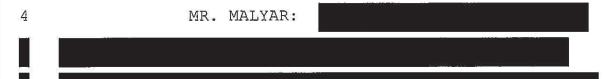
- 1 with the industry at industry speeds to make sure that
- it's a successful plan. That's what that statement 2
- 3 implied.
- MR. DAUBERT: Perfect. And the other one 4
- 5 was that we ask that you describe the kind of data
- that may need to be cleaned up in the SOA and LSMS 6
- 7 systems in the event of a transition.



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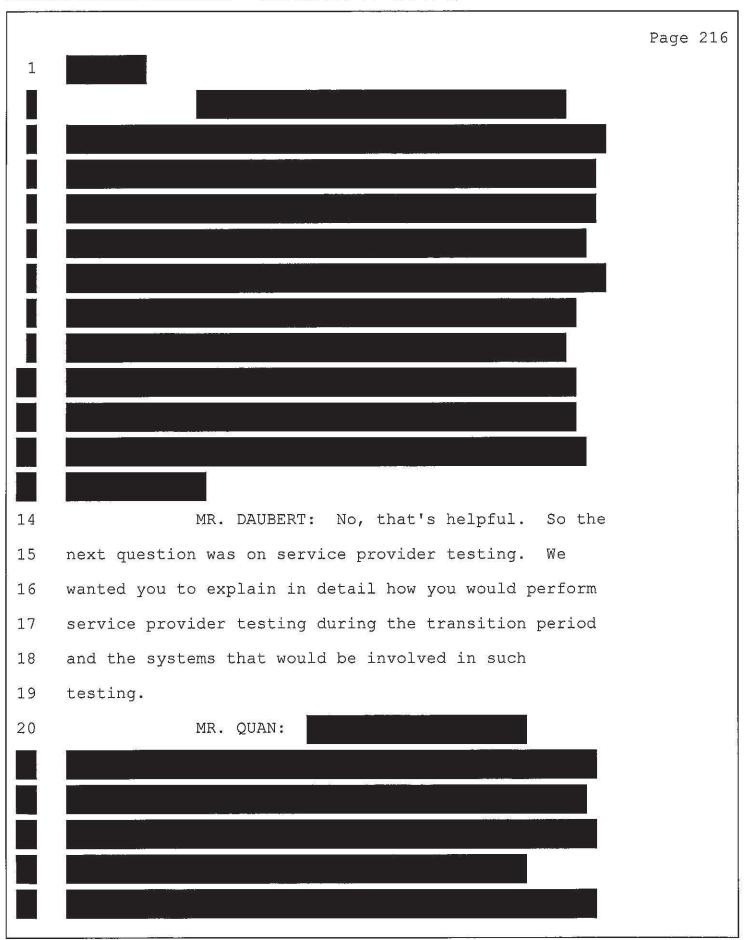
is about querying of historical NPAC data, and please

- describe whether the current pricing proposal would 1
- allow querying through the GUI of all historical NPAC 2
- 3 data.



- 15 MR. JACOWLEFF: I have a question.
- 16 you expect that Telcordia would have to pay the
- 17 incumbent to get the historical data or is that your
- data? 18
- 19 MR. STEEN: I don't think we want to
- 20 address that.
- 21 MR. JACOWLEFF: So if I'm reading the
- question correctly, you want to know if it's included 22
- in the price. If -- I'm going to exaggerate a little 23
- bit. If the incumbent asks for \$50 million for the 24
- 25 historical data, I might have a problem with that.

Page 213 1 MR. STEEN: Rich, I think basically what we were doing is asking whether or not you intended to 2 do it, and I think John -- from my perspective, John 3 4 answered the question. 5 MR. JACOWLEFF: Okay. MR. MALYAR: 6 11 MR. STEEN: Okay. That's fair, but I 12 can't really tell you what I would expect. 13 MR. ZAMLONG: That's fine. The only 14 thing is, again, we were just thinking about it in the 15 context of it's the industry's data. We have access 16 to it. We're including it. 17 MS. TUCKER: There is a mechanism for us to be able to view historical information, and it 18 19 would be included in the price? 20 MR. ZAMLONG: 21 MR. DAUBERT: So the next question is 22 about post-production data integrity.



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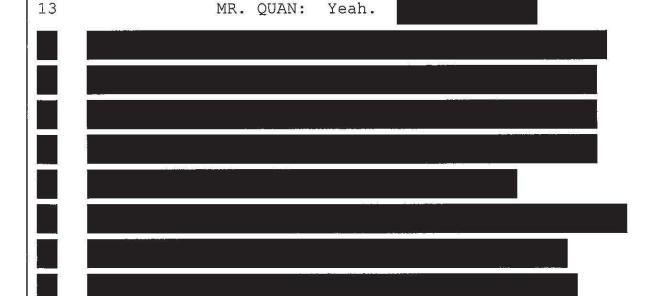
short break. Let's be back in here at 10 after.

MR. STEEN: Yes, it is. Let's take a

(Recess taken, 3:01 p.m. to 3:11 p.m.) 1 2 MR. DAUBERT: So in your RFP transition response, Page 21, you explained the one option -- and 3 you've talked about this a couple different times this 4 morning already, 5 9 Please describe whether the different 10 types of data or data sets would be used for ongoing 11 testing versus transition testing. For example, 12 service providers do not use production network and 13 number pool block configurations in tests. Please 14 explain a little bit more about this proposal and how it would work. 15 16 MR. MALYAR:

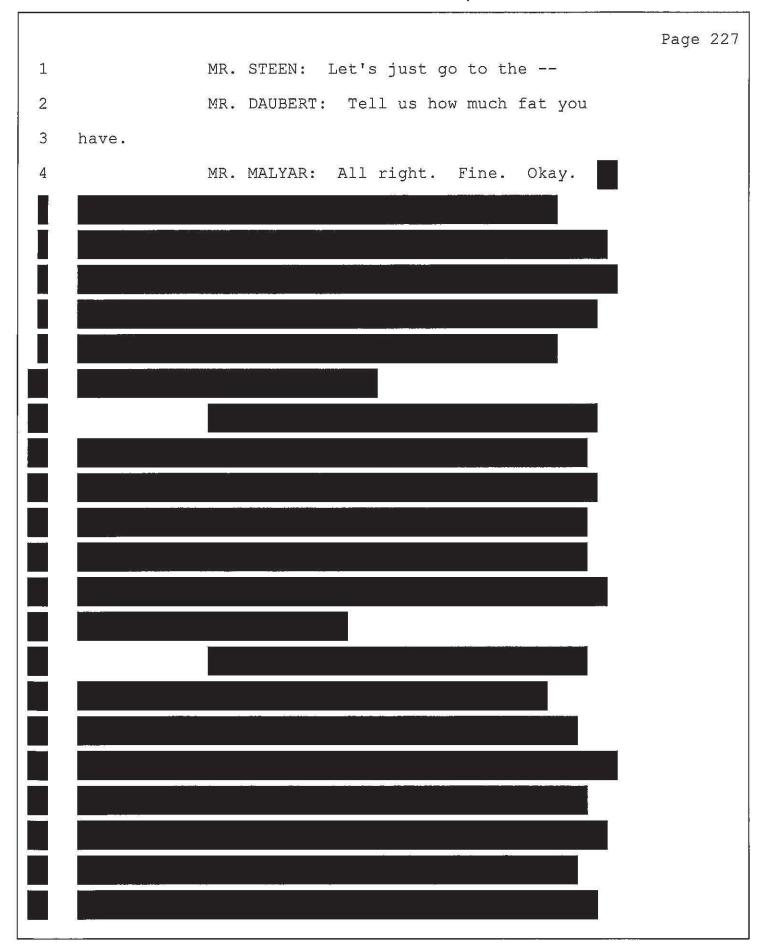


- we're saying is we don't want to use production data 1
- there, so how do you come up with the synthetic data? 2
- 3 MR. MALYAR: You're talking
- post-production? 4
- 5 MS. GEHL: Post-production.
- 6 MR. MALYAR: So, again, whatever
- 7 arrangement you-all have with the testing environments
- we'll support. To be honest with you, I don't 8
- 9 personally know how you store your data today. There
- is a test facility, this test system, and in terms of 10
- the sharing of it and the way that you -- Ky, can you 11
- 12 help me here?



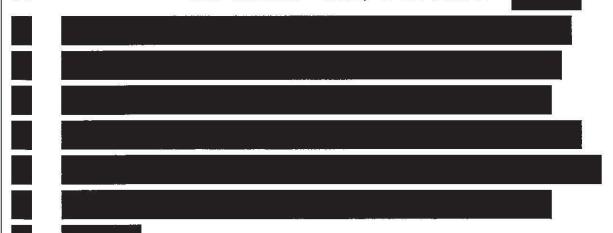
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7	MR. DAUBERT: Okay. So next question is	
8	about timeline. As everyone here is aware, the	
9	planned service date of June 30, 2015 is critical.	
10	Could any potential delay in selecting the LNPA be	
11	absorbed into the implementation timeline and still	
12	meet the date?	
13	MR. ZAMLONG: Could we put a chart up	
14	that	
15	MR. DAUBERT: Yeah, you can do that.	
16	MR. ZAMLONG: We have a chart that we put	
17	together because we thought that might be a question.	
18	Very astute. But, you know, when we talk about	
19	this the other thing I was going to say is you	
20	worded it as "any potential delay." We would address	
21	the delay that was identified right now.	
22	When you say "any potential delay,"	
23	that's pretty open ended. Let's say your delay is	
24	because they don't make a decision until July 2nd of	
25	2015. If I told you I could do it on July 1, you'd	

- 1 say, Now, Joel, you're really stretching your
- 2 credibility.
- 3 MR. DAUBERT: It's a credibility test.
- 4 MR. ZAMLONG: Right. So the thing we put
- 5 together is based on the selection of January 20,
- 6 2014. So that's the case that we could talk to. Is
- 7 that fair? And we can start there. You can see what
- 8 the impacts are, and then we can start to understand
- 9 and you can understand how you translate that. Now,
- 10 again, as we're just putting it up --
- 11 MR. JACOWLEFF: And a date before January
- 12 is welcomed and acceptable also.
- MR. ZAMLONG: Yeah. Any earlier date is
- 14 always acceptable. We won't object to an earlier
- 15 date. But I quess since I've seen no other updates
- 16 that were issued --
- 17 MR. DRAKE: This is the original.
- MR. ZAMLONG: Okay. You know, what we'll
- 19 do is --
- 20 MR. JACOWLEFF: Why don't you walk
- 21 through the original and then we'll do the --
- MR. ZAMLONG: Okay. John, why don't you
- 23 walk us through the original.
- MR. MALYAR: I'll take the original just
- 25 to give you the framework.



- MR. DAUBERT: Perfect. Does anybody have
- 2 a question before we move on?
- MR. DECKER: I've got a question. So
- 4 your timeline shows the contract sign date in March.
- 5 What -- in other words, you're assuming with that
- 6 timeline that you're selected?
- 7 MR. MALYAR: Oh, sure.
- MR. DECKER: Is it realistic to say that
- 9 in March the contract would be signed and --
- 10 MR. ZAMLONG: No. So the point is that I
- 11 didn't know what else to put on the schedule. You
- 12 told me the selection date changed, you know. When
- 13 it's signed, if we're selected, we feel that it would
- 14 be a reasonable -- within a reasonable time the
- 15 contract will be signed. We're not defining
- 16 reasonable, okay?
- 17 MR. DRAKE: But it's not the critical
- 18 path item. This is the identification of Telcordia as
- 19 selected. January is really the trigger point.
- MR. SHEER: Because as we've probably
- 21 shared on numerous occasions so far, we actually have
- 22 an investment that we're continuing to do. There's a
- 23 pre-award team, as we call it, a local team that's
- 24 actually been doing the design and development and
- 25 building all of the frameworks out from when we do the

- 1 larger ramp-up for the continued development of the
- 2 solution. That's where the award is important to know
- 3 the risks to go forward on that or not.
- MR. DAUBERT: I think that's good. If 4
- 5 you can move that thing back, I'll go ahead and -- so
- I'll start reading it. So the next question is about 6
- testing, and we've talked about testbeds before a 7
- couple of times today, we've mentioned it, and we'd 8
- like you to describe whether your testbed -- whether 9
- 10 you have two testbeds; one with the current production
- 11 software and hardware and one testbed with the new
- 12 release data/functionality/features. Like how would
- 13 you manage testbeds?
- 14 MR. ZAMLONG: John, why don't you answer
- 15 that.
- 16 MR. MALYAR: Yeah, I'll start.

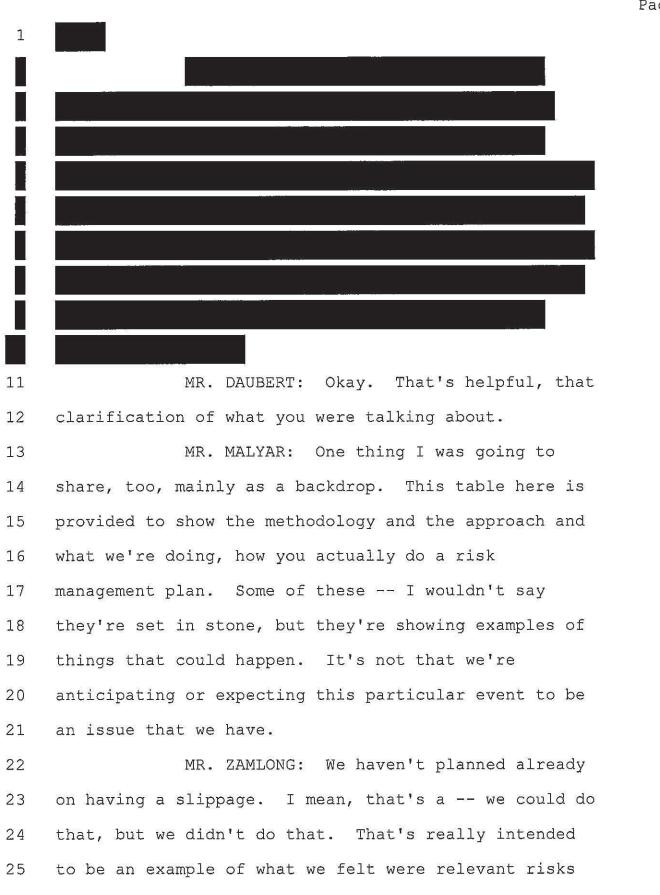


- 24 These are the ones that we present to the
- 25 industry for your access.



- 1 go back and revisit it. We thought we were actually
- 2 adding value, believe it or not.
- 3 MS. DOELL: So are you saying -- I'm
- sorry if I didn't understand you, but are you saying 4
- 5 yes, you're having these two or no, you're not having
- these two? 6
- 7 MR. MALYAR:
- MS. DOELL: So are you are fulfilling the 9
- two functions we listed there? You'll have two 10
- separate testbeds that will fulfill this; one will 11
- 12 fulfill bullet two and one will fulfill bullet three?
- 13 MR. MALYAR:
- We'd be happy to entertain
- that discussion. 18
- 19 All I was trying to share was there -- it
- 20 really depends on the point in time, okay. If we're
- at the current release, then all the systems are the 21
- same version, right? 22
- 23 MS. DOELL: Right.
- 24 MR. MALYAR:





- that should be considered so you could see it in the 1
- 2 context of when you put a risk management plan
- together, what they would be. We viewed that this 3
- would be done in a collaborative way. We're just not 4
- 5 going to do it -- we want to do it with you in the
- 6 industry to be sure that all the risks are properly
- 7 identified, and then we would manage it with the team,
- 8 but then we'd make sure that we have approaches for
- 9 these different areas.
- 10 So we thought these were good
- 11 representative areas people -- that the industry would
- be concerned about, and we wanted to give some 12
- 13 approaches.
- 14 MS. TUCKER: We just need to understand,
- 15 what does O&M transition mean? We understand what
- 16 slippage means, but what does enterprise data center
- 17 O&M transition?
- 18 MR. QUAN: Operation and management or
- 19 operation and maintenance.
- 20 MR. MALYAR: Again, not expected.
- 21 an example of a potential risk, so the probability of
- 22 it is extremely low, but the fact that we would
- 23 identify it, put a plan in place to address it, that's
- what this table is really trying to represent, which 24
- 25 specific items the industry feels we should, you know,

- focus on and work on. It's going to be an 1
- 2 industry-collaborative process, but we're definitely
- applying these tools and methods to ensure that we 3
- 4 have a successful transition. That's really the
- 5 take-away.
- Perfect. 6 MR. DAUBERT: So the next one
- 7 we wanted to move on to was this industry
- 8 participation in transition. So we wanted you to
- 9 describe the plan that you have for implementing
- additional regions after implementation of the initial 10
- region is complete. And also, you know, the second 11
- 12 one, which could sort of go hand in hand, is what
- 13 process would you use to secure approval from the
- 14 entire industry as necessary to sort of complete this
- 15 transition? What do you have in mind?
- 16 MR. MALYAR: I did try to share this
- 17 earlier, but I'd be happy to go over it again. It
- 18 gives me a chance to get better each time I do it.
- 19 So, again, we have a plan. It's in the
- 20 document. All I'm really doing is just reiterating
- 21 what's in the document. So the idea, again, is that
- there is industry involvement in this. User 22
- 23 agreements need to be signed. You need to be able to
- 24 work to get your facilities terminated or data
- 25 centers, right? You're going to need to be able to

- 1 provide input in work and testing so you feel
- comfortable that there's functionality that you were 2
- 3 expecting.
- That's all part of what we're saying is 4
- 5 your involvement, and we also believe that there is a
- lot of value for the industry to help us with the risk 6
- mitigation plan, to work together. We are committed 7
- to have a very open communication plan, so as we're 8
- working through those steps, if we need weekly calls 9
- 10 with the industry, we'll determine that. We'll be
- 11 happy to support that as part of our overall PMO
- 12 office.
- 13 As we go forward, let's assume everything
- 14 continues to work this way, there is going to be a
- 15 point in time when the first region is migrated or
- transitioned. I explained that. There's the whole 16
- 17 aspect of the data for that first region. There's a
- couple steps there. There's some testing. There's 18
- another step. There's a trial and we actually do the 19
- 20 live one. That same approach will be applied to the
- 21 other regions.
- As I shared a little while back, a few 22
- minutes ago, the idea that once we cut over, we're 23
- expecting to get a go-live/no-go decision based on the 24
- 25 industry. The industry will determine, you know, if

- it's the LLC, if it's the industry together, what is 1
- that criteria to meet and if we're going to go live or 2
- 3 not.











- 16 So I hope that sounds like a very
- familiar plan. It's very similar to what we've done 17
- in the past. Go ahead, Ron. Do you have a question? 18
- 19 MR. STEEN: Yeah. And you did describe
- this before, and believe it or not, I remembered it, 20
- but I think one of the things -- and we may not have 21
- 22 worded it right -- that we were looking at here is the
- plan, I don't think anybody objects to that overall, 23
- 24 but it was kind of like where does the working group
- 25 and the NAPM come into this?

- 1 I know when we had done releases, which
- 2 are a lot simpler than a transition, at least in my
- mind they would be, we have started out with the 3
- working group establishing a schedule. I don't know 4
- 5 that that applies here, but I think it's involved in
- some way, and then actually the LLC would pick the --6
- 7 would pick the regions to go. And in my mind, I was
- wondering are you thinking about incorporating that 8
- in --9
- 10 MR. MALYAR: Yes.
- MR. STEEN: -- in here? 11
- 12 MR. MALYAR: We tried to, and the term we
- used was "industry." We weren't dictating who the 13
- 14 industry was, but we believe that the industry needs
- 15 to be involved and participate, and all we tried to
- 16 show here is two things. One, we believe we can
- 17 demonstrate a workable plan. You may want to alter
- the plan to some extent, but also that we're having an 18
- 19 open, transparent and we're communicating that plan
- 20 with the industry and working together to do that.
- 21 That's really the messaging from here.
- We do believe that if you follow the plan 22
- 23 as it is, you would come up with having, whatever
- 24 regions were awarded to the new entrant, would be done
- 25 prior to the July date. If that has to go a month

Page 240 later because you think it does or go a month earlier, 1 we're more than willing to want to understand that. I 2 would personally -- I can't speak for iconectiv. I 3 was personally expecting a very similar model that's 4 5 been used in the past --MR. STEEN: For releases. 6 MR. MALYAR: -- for releases. Again, 7 this is just a large release. 8 MR. STEEN: Okay. 9 MS. DOELL: John, so I just want to make 10 sure I'm clear. 17 MR. MALYAR: It was the model that we'd 17 18 work with you again. 21 MR. DAUBERT: So scalability of billing. You say in the detailed response that your system is 22 able to handle a thousand plus customers being 23 invoiced monthly on a regional basis. What's the 24

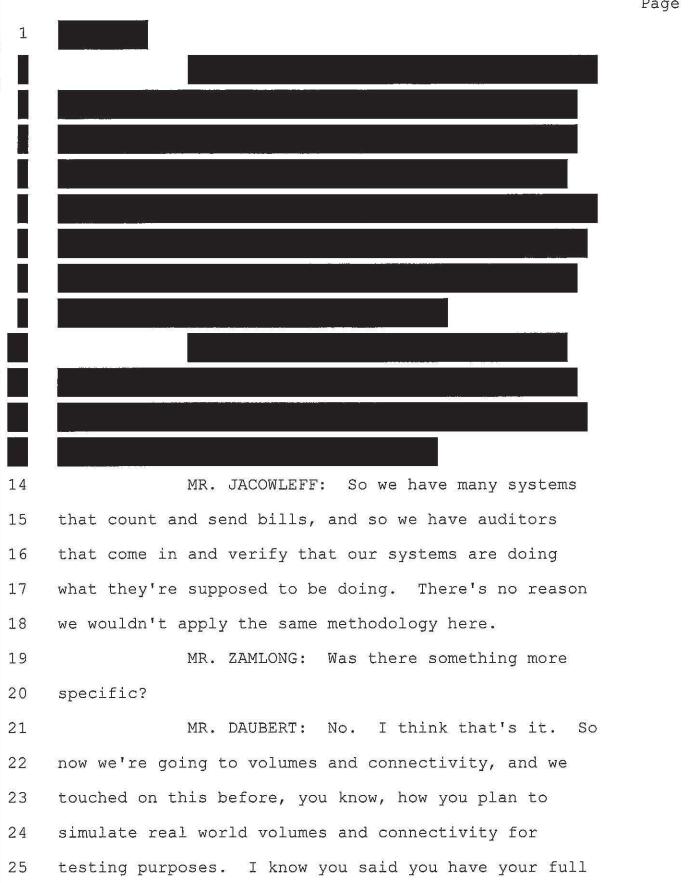
maximum number of invoices that your system could

25

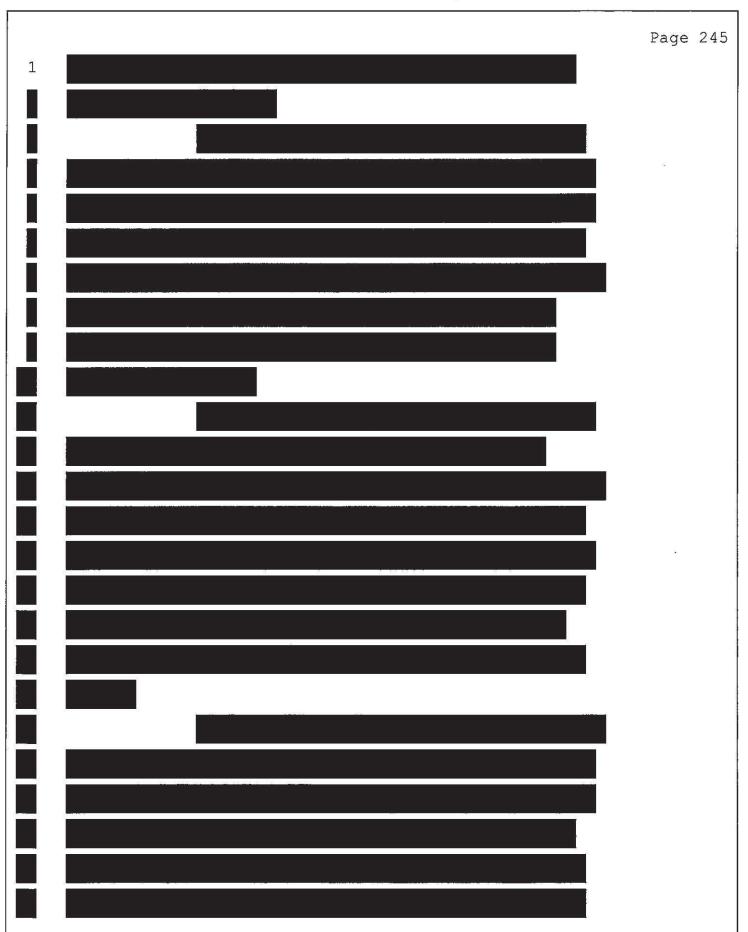
- support regionally and nationally? 1
- MR. ZAMLONG: Right now from the point of 2
- view of how we would implement -- because we haven't 3
- implemented a billing system yet, okay, a full billing 4
- 5 system. Our requirement for this would be based on
- 6 the number of regions that we would receive, we would
- 7 accordingly develop the billing system to be capable
- of billing all the customers we need to bill, okay? 8
- 9 And we factored that into what it would be to -- you
- 10 know, in our fee in order to implement this.
- have a couple of approaches. 11
- 12 Again, at this point we're just saying
- 13 that we recognize -- what we were trying to do here is
- 14 let it be recognized we realize we have to create many
- 15 bills, okay, to cover all the different customers that
- 16 are out there, and we would be prepared to do it. I
- mean, we'd love to do it. 17
- 18 MR. MALYAR: There's a second part to
- 19 that, from a data point standpoint, there are systems
- 20 that we have within iconectiv that interact with a
- 21 large number of clients that we do invoicing and
- 22 billing with, and we would look to see how we could
- 23 leverage and use that, so we felt comfortable that we
- 24 could scale a system out to do that, although
- 25 obviously, we don't have an existing NPAC SMS billing

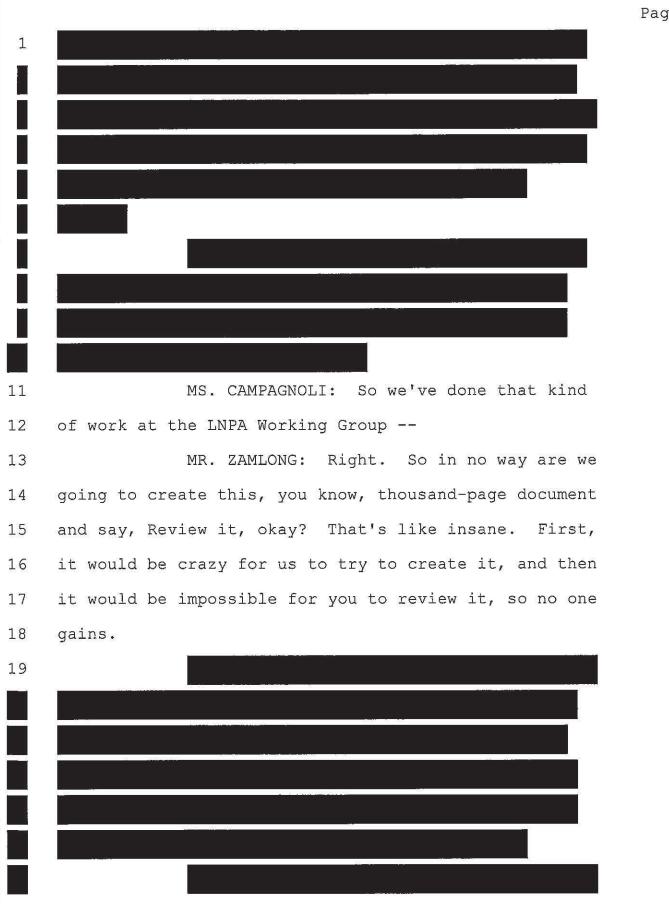
- 1 system.
- 2 MR. DRAKE: We are invoicing hundreds of
- 3 customers a month.
- 4 MR. ZAMLONG: Right.
- 5 MS. TUCKER: Yeah, I would be surprised
- 6 if you weren't.
- 7 MR. DAUBERT: All right. So as far as
- 8 billing customization, how would the billing be
- 9 customized to meet NPAC customers' current
- 10 expectations? And I think that, you know, your last
- 11 answer might have helped with that.
- 12 And how would the billing accuracy be
- 13 determined prior to the first billing process, as well
- 14 as on an ongoing basis? Any thoughts on that?
- MR. DRAKE:

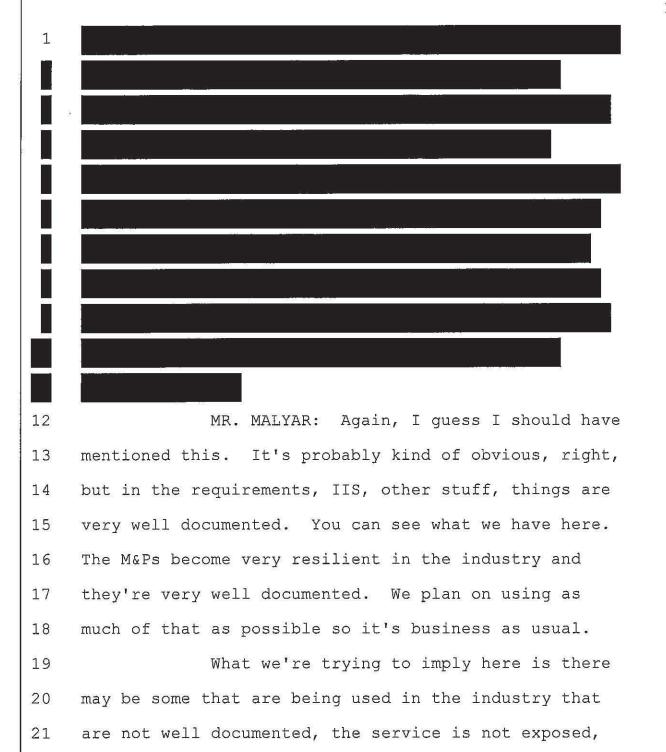




Page 244 system built out for some of the testing, but any 1 2 additional thoughts on how you'd simulate the volumes? 3 MR. MALYAR: Yeah. MR. DAUBERT: All right. So please 17 describe how you plan to identify and create with 18 19 industry input all necessary industry-impacting M&Ps. 20 MR. ZAMLONG: Okay. Let me just start. 21







22

23

24

25

and that's where we think we would need the guidance

and the support of the industry to do it the way that

quess at some -- we can, but it may not be what you're

you guys expect us to implement it. We just can't

- 1 all looking forward to, so that's why we worded it the
- 2 way we worded it.
- 3 MR. DAUBERT: So when you worded it, were
- 4 you focusing more on the possibility of the changes
- 5 needing to have been made or sort of seeing what's out
- there with a few as examples of things that you really 6
- 7 think probably will need to be changed?
- 8 MR. MALYAR: I'm sorry. That's two --
- it's twofold, this question. We obviously need to 9
- 10 have a complete set of M&Ps if there's not a regional
- 11 You still need to have the M&Ps, and we will
- 12 use as much as you want us or the industry to use.
- 13 We'll develop it uniquely and support that. There is
- 14 the other comment about if it's a multi-region
- 15 solution, there are a couple of areas of business that
- a new M&P would implement. It doesn't exist today 16
- 17 because it's not a multi-region. So there's two parts
- to our discussion of M&Ps. 18
- It's the basic idea that we want to work 19
- 20 together with the industry to get the M&Ps developed
- and document which best suits the service provider's 21
- 22 needs, and then there's also working with the
- 23 industry, which would include potentially other -- not
- potentially, it would, to work on a couple of those 24
- 25 items that were identified that could be a

- 1 multi-vendor specific M&P. So there's two sides to
- 2 that or two parts to that.
- MR. STEEN: A quick question, John, and I
- 4 think you mentioned it. You said something about
- 5 using existing as much as possible, and I think that's
- 6 good. We really are talking about the User M&Ps here,
- 7 not things that are internal to --
- 8 MR. ZAMLONG: Right. We understand that.
- 9 MR. STEEN: -- you. When we're talking
- 10 about user -- and I don't need a long answer on this,
- 11 but I was just wondering, would you think that with
- 12 the interfaces being similar and everything, that
- 13 there would be major changes to user interface?
- 14 MR. MALYAR: We would love to be able to
- 15 just use the same that's there because it would
- 16 benefit both sides. It's just that we can't claim
- 17 that we have a --
- 18 MR. ZAMLONG: The RFP didn't explicitly
- 19 say that that would be available, okay, so we're just
- 20 saying our approaches will be collaborative. If
- 21 there's an available set and you want us to, then,
- 22 iterate it, if there are any comments or changes. We
- 23 try to use everything that exists to minimize change.
- MR. STEEN: That's a good answer.
- MR. DAUBERT: So we have a very short

- period of time left before we lose our court reporter 1
- because I believe that she leaves at 5:00. 2
- wanted to do is -- I received one question that's not 3
- 4 on the slides that they wanted me to ask, and then if
- 5 we could very quickly have a little bit of time to
- 6 talk to see if there are other questions that we can
- 7 put to you very briefly before we lose her, then we
- can make a decision whether we stop or whether we 8
- 9 record it somehow and keep going.
- 10 But here's the question real quickly:
- 11 the RFP response you mentioned some intellectual
- 12 property and that if, say, you're awarded, you know,
- 13 one or more regions for this contract, then at the end
- 14 of the contract, when it transitions away, that you
- 15 would be willing to make, you know, fair and
- reasonable licenses for that, you know, intellectual 16
- 17 property.
- 18 Can you talk a little bit about what you
- 19 had in mind, and, you know, what terms and conditions?
- Because obviously anything that would impact future 20
- transitions or something that are of interest when we 21
- think about contract awards. 22
- 23 MR. ZAMLONG: Okay. Let me first just
- 24 ask a question. When you're talking about
- 25 intellectual property, what are you referring to?

Page 251 you referring to that Section 7.4 or 5? 1 2 MR. SCIULLO: NPAC peering. 3 MR. ZAMLONG: So we're talking about 4 peering? 5 MR. SCIULLO: Exactly. 6 MR. ZAMLONG: So in that section we 7 talked about other things that could be possible, so this gets into your other question.

- 1 MR. JACOWLEFF: The answer is yes.
- 2 MR. ZAMLONG:
- 3 MR. JACOWLEFF: We're not going to hold
- 4 you hostage in that situation.
- 5 MS. CAMPAGNOLI: I'm sorry, Rich. I
- 6 didn't hear you.
- 7 MR. JACOWLEFF: We're not going to hold
- 8 you hostage on the IP, and even if we create the IP as
- 9 a matter of business as we build this thing, and if we
- 10 were to transition off of it in five years, that IP
- 11 would be available to you. Similar in the way that
- 12 when we would -- when we were Bellcore, we
- 13 transitioned away from the RBOCs. All the underlying
- 14 IP was moved forward. That's not something that we're
- 15 going to hold back and hold hostage.
- 16 MR. SCIULLO: I think just to be more
- 17 specific, the statement was while you're an LNPA, you
- 18 would license the peering IP on a free and
- 19 nondiscriminatory basis. With respect to transition,
- 20 you would provide it on a fair, reasonable, and
- 21 nondiscriminatory licensing basis. Could you identify
- 22 the differences in those two?
- MR. ZAMLONG: The difference is the way
- 24 we set it at that point. Because, again, peering
- 25 wasn't even part of the requirement. We offered it

- 1 up, because again, we feel that it's a step that in
- 2 the future it makes sense for the industry to go to,
- 3 and, you know, it could turn out that fair and
- 4 reasonable could end up equaling free. That is a
- 5 concept that is --
- 6 MR. JACOWLEFF: That's a legal CYA.
- 7 MR. ZAMLONG: So, again --
- 8 MR. DRAKE: That's a technical term.
- 9 MR. ZAMLONG: We just didn't say it that
- 10 way.
- 11 MR. DAUBERT: If there is any way,
- 12 gentlemen, that you could excuse us for a little
- 13 bit --
- 14 MR. ZAMLONG: Yeah. No problem.
- MR. DAUBERT: So we can figure this out.
- 16 Stay close by.
- 17 (Recess taken, 3:49 p.m. to 4:17 p.m.)
- 18 MR. DAUBERT: Thank you very much. We
- 19 really appreciate it, and we hope that you feel the
- 20 same way. We got together and came up with the
- 21 additional questions that we wanted to ask based on
- 22 today's conversation.
- 23 So the first one is:



Page 254 1 5 MR. DAUBERT: Excellent. So then the 6 next one is: Please describe your potential 7 willingness to serve fewer or more regions in a multi-region award. So, for example, you had in the response, and if you are willing to 10 consider either fewer or more, how would that 11 generally impact the proposal and costs? 12 MR. JACOWLEFF: 14 MR. DAUBERT: It would be part of the --MR. JACOWLEFF: 15

Page 255 MR. DAUBERT: And we understood that --1 2 MR. JACOWLEFF: MR. DAUBERT: That makes sense. the things we were looking at is we understood that 8 preferred regions, but 9 your response was you had you were also open to other regions. 10 11 MR. JACOWLEFF: Yes. I don't think we 12 care one way or the other. We preferred regions. 13 MR. ZAMLONG: We just -- since you asked, 14 so we identified them. 17 MR. CRESTI: 19 MR. JACOWLEFF: As we guessed it, right. 20 MR. DAUBERT: And to your point about there are fixed costs, you know, there's a certain 21 22 amount of personnel that you need to provide those 23 services correctly below that point, you can't go whether you do three, two, or one. Do you think that 24 25 your proposal for is roughly that minimum amount

Page 256 or do you think it still could be adjusted if you 1 2 were --3 MR. JACOWLEFF: I'll leave that to Joel 4 or Anthony to answer. 5 MR. ZAMLONG:

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13	MR. DAUBERT: Understood. And so then,	
14	you know, have you reviewed the master contract for	
15	any licensing fees due to the incumbent? And if there	
16	are any, does your pricing proposal include the	
17	payment of these fees?	
18	MR. ZAMLONG: Okay. The first part of	
19	it, yes, I read that master agreement a couple of	
20	times.	
21	MR. KAGELE: It's good reading, isn't it,	
22	Joel?	
23	MR. ZAMLONG: Well, you know, you have to	
24	read it a couple of times. The trick with it is	
25	also to be frank with you, also reading the master	

- agreement, you also have to look at the different 1
- 2 amendments because a lot of things change, so it's a
- 3 difficult read, okay.
- 4 So for right now, from my understanding,
- 5 when you say any licensing fees due to the incumbent,
- 6 I have to go back and look at that more specifically,
- 7 okay? I don't know of any specific licensing fees I
- would have to pay as a vendor to the incumbent. 8
- 9 know there's transition language in there that as a --
- 10 you know, anyone who's a vendor has to agree to a
- 11 transition plan, et cetera, but I wasn't aware of any
- 12 direct licensing fees that were needed. So I
- 13 apologize if I'm missing something. I'll go back and
- reread it, but, yeah, I've read it. 14
- MR. JACOWLEFF: Should we find licensing 15
- fees in there? 16
- MR. ZAMLONG: Should I look for that? 17
- MR. SCIULLO: You will find some 18
- reference to licensing fees and unrecovered software 19
- development costs, and they may or may not apply, but 20
- I wanted to find out if you identified those and if 21
- 22 your proposal included payment of those.
- 23 MR. ZAMLONG: Okay. Now that you're
- 24 mentioning it --
- 25 MR. JACOWLEFF:

- 1 MR. SCIULLO: Your proposal?
- 2 MR. ZAMLONG:

- 10 MR. SCIULLO: Okay.
- 11 MR. ZAMLONG: I'll have to go back and
- 12 read the language again, just to be transparent on it.
- 13 MR. DAUBERT: All right. So the next one
- 14 Do you have a contingency plan to switch
- subcontractors if needed? So, you know, God forbid 15
- 16 something doesn't work out between you, what happens?
- You know, we are thinking of, you know, the scenarios 17
- of like what happened the last time with Perot, and, 18
- 19 you know, what do we do if things don't work out the
- 20 ways things are planned?
- 21 MR. ZAMLONG: Yeah, right now per the
- 22 terms in the VQS, there's a section that talks around
- I forget the exact number. I don't know if 23
- 24 it's 3.2.2 or something or whatever the number might
- 25 be, but in there when it talks about identifying subs,

- it also says if anything changes, we have to make you
- 2 aware of it.
- Obviously, you know, to be diligent, 3
- we're looking -- we're always looking to see 4
- 5 contingencies, okay? Right now, you know, the prime
- sub we identified is SunGard. So I don't have, like, 6
- 7 someone immediately in the wings, but if we -- you
- 8 know, we are always aware of what other choices could
- be out there, and if necessary, we'd have to work 9
- 10 through it. Okay?
- 11 MR. DAUBERT: Great.
- 12 MR. JACOWLEFF: Can I just ask for a
- 13 quick second to talk?
- 14 MR. DAUBERT: Sure.
- 15 (At this time Mr. Jacowleff is conferring
- 16 with Mr. Malyar.)
- 17 MR. JACOWLEFF: All right.
- 18 MR. DAUBERT: And so sort of another type
- 19 of contingency, in the event that there was a
- 20 multi-region award, would Telcordia be able to assume
- other regions in the event of a failure by a different 21
- 22 vendor?
- 23 MR. ZAMLONG: Yeah. I would say the
- 24 answer is yes. I mean, again, obviously if you're
- 25 saying picking up another region. When you say -- you

- know, part of the issue, just obviously, I assume we 1
- 2 would have an agreed upon transition plan, et cetera,
- 3 but our model and the way we've defined it and the way
- we've worked with SunGard, even the way we set up the 4
- 5 data center, the space we're allotting is such that if
- 6 we have to grow it, we can grow it, and we could
- 7 accommodate what we need to do.
- 8 Anyone have any other comment on that?
- 9 MR. JACOWLEFF: So I guess when I read
- 10 that, I was thinking like immediate, right. If the
- vendor had a failure -- well, that would be something 11
- other than failure. 12
- 13 MR. DRAKE: It's happened.
- MR. JACOWLEFF: Now that I think about 14
- 15 it. Yeah. I mean, so you would -- I presume you
- would run the same plan that you built. 16
- MR. ZAMLONG: Yeah. So let me -- the way 17
- 18 I was answering it, I was answering it in the context
- 19 of, you know, we're both in operation or multiple
- LNPAs are in operation, something happens downstream 20
- 21 and you need to switch. That then says there's some
- 22 planning going on in the industry. It's not like it's
- 23 an instant thing.
- 24 Now, if it's instant, we could figure out
- how we could deal with that, okay, but obviously 25

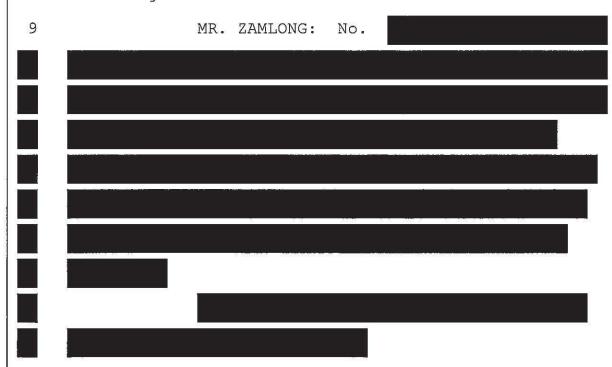
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there's some planning that needs to be done that we

- 2 could make sure that we could like stand up an
- additional region and get things in place, et cetera, 3
- because that does take some time. 4
- 5 MR. SCIULLO: Let me put a little fine
- point on that. So if the award ends up being 6
- 7 multi-vendor initially, has the window closed for
- seven regions? 8

1



- 19 MR. ZAMLONG: To just make a joke out of
- 20 it a little.
- 21 MR. SHEER:



1 MR. ZAMLONG: MR. DAUBERT: So then the last one is: 7 Do the costs include any price contingencies for fails as part of the GEP process? 8 9 MR. ZAMLONG: 22 MR. JACOWLEFF: We have internal risk reviews that we ourselves need to go through, and 23 given the size of this opportunity, not so much from a 24 25 financial perspective, but from a brand perspective.

- 1 So the last thing Ericsson wants to see is a failure,
- 2 and certainly we wouldn't want to see that, so there's
- 3 extra scrutiny that we had to go through. So all of
- these issues were worked over with a fine-tooth comb. 4
- 5 MR. DAUBERT: I think that's it, right?
- MR. STEEN: I think that that's it. 6
- 7 have some closing comments. Have you ever known me to
- not have any comments? 8
- 9 We really do want to thank you guys for
- coming in. As we stated to start with, our purpose 10
- 11 was to make sure we understood your proposal. I think
- 12 we all appreciate the nature of our discussion, and
- it's been good, and I know I've learned a lot, and I 13
- think most everybody else here has verified a few 14
- things and learned some more things. 15
- We want to thank Telcordia for submitting 16
- 17 a proposal and for participating in the process. We
- 18 really are glad you are here. Even in spite of our
- 19 comment about could you make the date if, you know, we
- 20 slip it in indefinitely, a little bit of an
- 21 exaggeration. We are working very hard to try to make
- 22 the July 1, 2015 date, so we -- we're working very
- 23 hard at that.
- 24 We're going to go ahead and advise you
- right now of our intent to do a best and final offer. 25

- 1 We had that contingency in the initial RFP. We left
- 2 the option open, and we have decided that we will do
- 3 So there will be more to come there.
- 4 So, again, we appreciate you coming. We
- 5 ask you to take anything you brought with you back
- with you. So stamp your notes. Stamp your notes so 6
- 7 that we're legal with that.
- 8 MR. SCIULLO: And may I reiterate my
- 9 request that if you could send to your counsel to
- 10 deliver to one of us a copy of your presentation.
- That's the way you want it 11 MR. ZAMLONG:
- 12 to go?
- 13 MR. SCIULLO: Yeah, if you don't mind,
- 14 that would be great, so that we can provide it to --
- 15 MR. DAUBERT: It's really mostly for our
- 16 court reporter who is being so patient with us for not
- 17 announcing our names and talking over each other.
- 18 MR. ZAMLONG: First what I would like to
- 19 do is I would like to thank everybody. I think the
- 20 one -- if there's one thing that I would say about
- 21 this is I think, you know, from working with me, I am
- 22 persistent, okay, and I've enjoyed the opportunity
- 23 we've had to be working together over the last couple
- 24 of years, and I truly believe in this. I think that's
- 25 why I've been persistent, you know, and I'm very

- 1 committed, you know, to -- you know, in our company to
- 2 make this a reality for you and do the right job for
- 3 you.
- 4 And, you know -- and, yeah, I thank you
- 5 for the opportunity today. I think it was a very
- constructive and productive meeting. I think the 6
- 7 questions were very good, and again, as additional
- 8 questions come up, I'm sure, however it gets
- 9 structured in the back-fold, feel free to make sure
- you're confident and understand what our offer is 10
- 11 about. So, again, I thank you. And Rich has a
- 12 closing.
- 13 MR. JACOWLEFF: So to say we're extremely
- excited about this opportunity is an understatement. 14
- 15 I was getting texts from board members and from the
- CEO of Ericsson that would like to know how today 16
- 17 went. We are very excited. Unfortunately, the
- 18 expectation, we imagine, is you've made other people
- 19 very excited about the opportunity.
- 20 We're trying to be genuine, and this is
- 21 There may have been past history with the
- 22 corporation. Corporations are big. You're now
- 23 looking at, you know, Telcordia. This obviously isn't
- 24 all of us, but this is what we are. This is the brand
- 25 we're trying to build and what we represent. So thank

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REPORTER'S CERTIFICATE

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CITY	AND	COUNTY	OF	DOUGLAS	}	

I, TINA M. STUHR, Registered Professional Reporter and Notary Public ID 20054029701, State of Colorado, do hereby certify that the within proceedings were taken in machine shorthand by me at the time and place aforesaid and was thereafter reduced to typewritten form; that the foregoing is a true transcript of the proceedings had.

I further certify that I am not employed by, related to, nor counsel for any of the parties herein, nor otherwise interested in the outcome of this proceeding.

IN WITNESS WHEREOF, I have affixed my signature this 9th day of September, 2011.

My commission expires July 28, 2017.